

EXHIBIT C

In re: SEARS HOLDING CORPORATION, et al.

MOHSIN MEGHJI

April 4, 2019



126 East 56th Street, Fifth Floor New York, New York 10022

P: 212-750-6434 F: 212-750-1097

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1 UNITED STATES DISTRICT COURT
 2 SOUTHERN DISTRICT OF NEW YORK
 3 -----x
 4 In re: SEARS HOLDING CORPORATION, et al.,
 5 Debtors.
 6 -----x
 7 767 Fifth Avenue
 8 New York, New York
 9 April 4, 2019
 10 9:32 a.m.
 11
 12 Deposition of MOHSIN MEGHJI, before
 13 Kristi Cruz, a Notary Public of the State of New
 14 York.
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 23 ELLEN GRAUER COURT REPORTING CO., LLC
 24 126 East 56th Street, Fifth Floor
 25 New York, New York 10022
 212-750-6434
 REF: 267307

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1 A P P E A R A N C E S: (Cont'd)
 2
 3 ROBBINS SCHWARTZ
 4 Attorneys for CUSD
 5 55 West Monroe, Suite 800
 6 Chicago, Illinois 60603
 7 BY: KENNETH M. FLOREY, ESQ.
 8 312.332.7760
 9 kflore@robbins-schwartz.com
 10
 11
 12 ARCHER & GREINER, P.C.
 13 Attorneys for CUSD
 14 630 Third Avenue
 15 New York, New York 10017
 16 BY: ALLEN G. KADISH, ESQ.
 17 212.682.4940
 18 akadish@archerlaw.com
 19
 20
 21
 22
 23
 24
 25

Page 2

1 A P P E A R A N C E S:
 2
 3 WEIL GOTSHAL & MANGES LLP
 4 Attorneys for Debtors and Debtors in Possession
 5 767 Fifth Avenue
 6 New York, New York 10153
 7 BY: JARED FRIEDMANN, ESQ.
 8 H. DAVID LESLIE, ESQ.
 9 212.310.8828
 10 jared.friedmann@weil.com
 11
 12
 13 LAW OFFICE OF KORY ATKINSON
 14 Attorneys for CUSD
 15 236 West Lake Street, Suite 100
 16 Bloomingdale, Illinois 60108
 17 BY: KORY ATKINSON, ESQ.
 18 630.980.9100
 19 kaa@koryatkinson.com
 20
 21
 22
 23
 24
 25

Page 4

1 A P P E A R A N C E S: (Cont'd)
 2
 3 VEDDER PRICE
 4 Attorneys for Village of Hoffman Estates
 5 1633 Broadway, 31st Floor
 6 New York, New York 10019
 7 BY: MICHAEL L. SCHEIN, ESQ.
 8 212.407.6920
 9 mschein@vedderprice.com
 10
 11
 12
 13
 14
 15
 16
 17
 18
 19
 20
 21
 22
 23
 24
 25

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9	Exhibit A	Declaration of Mohsin Y. 8
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11	Exhibit B	Letter dated November 7, 12
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1 MOHSIN MEGHJI,
2 called as a witness, having been duly
3 sworn by a Notary Public, was examined
4 and testified as follows:
5 EXAMINATION BY
6 MR. ATKINSON:
7 Q. Good morning.
8 A. Good morning.
9 Q. I'd like to start, if I may, by just
10 reviewing the Notice of Deposition with you.
11 MR. FRIEDMANN: To be clear, this is
12 the 30(b)(6) deposition notice. I don't
13 know if there was a Notice of Deposition
14 of him as an individual, also.
15 MR. ATKINSON: That's correct, this
16 is the 30(b)(6).
17 Q. I just want to go through each item
18 briefly and just make sure that we're ready to
19 proceed.
20 So topic number 1 is to review the
21 documents, information, and data attached to
22 or referenced in your declaration, including
23 the documents and information and data which
24 detail how Sears or Sears Holdings Management
25 Corporation, or old Sears, however you want to

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1 M. MEGHJI
2 refer to it --
3 A. Sears.
4 Q. Sears. How they tracked its
5 eligibility for the EDA credit received from
6 the Village of Hoffman Estates, Illinois, and
7 how Sears calculated the number of such
8 workers at its Hoffman Estates campus,
9 including the number of Sears employees
10 working 35 hours or more per week at its
11 Hoffman Estates campus, the number of
12 employees of tenant employees at the Hoffman
13 Estates campus working 35 hours or more per
14 week, the number of contractors working
15 35 hours or more per week at the Hoffman
16 Estates campus, and the number of building or
17 OTB contractors working more than 35 hours per
18 week at the Hoffman Estates campus.
19 Are you prepared to discuss those
20 topics today?
21 MR. FRIEDMANN: Object to form. And
22 also, first, I believe you misstated the
23 topic. But just to streamline this, we'll
24 stipulate that he's prepared to testify on
25 all the topics in your notice to the

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1 M. MEGHJI
2 extent that those topics were limited in
3 our March 25, 2019, Debtor's Objection and
4 Responses to the Community Unit School
5 District 300's Notice of Deposition. So
6 we'll just stipulate that he's prepared to
7 the extent that those topics are limited
8 to here so we can get into what you
9 actually want to ask him about.
10 MR. ATKINSON: Okay.
11 (Exhibit A, Declaration of Mohsin Y.
12 Meghji, marked for identification, as of
13 this date.)
14 BY MR. ATKINSON:
15 Q. Next I'd like to provide to you what
16 I've marked as Exhibit A, which is a copy of
17 your declaration. For the record, the exhibit
18 includes a full copy of the declaration, but
19 excludes what is known as tab 2 for Exhibits 1
20 through 12, which have the itemized associate
21 names, and each of those was like 50 or 60
22 pages and I don't think we'll be going through
23 those in much detail. So this is all the
24 materials except that list of individual
25 associate names.

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1 M. MEGHJI

2 MR. FRIEDMANN: To the extent that

3 you need the full copy, feel free to ask

4 for that.

5 Q. If I may back up for just a moment,

6 you already stated your name, Mr. Meghji. But

7 your name and current position?

8 A. Mohsin Meghji, I'm the chief

9 restructuring officer for Sears Holding Corp.

10 Q. I'm not a bankruptcy guy, so what's

11 a chief restructuring officer? What are its

12 responsibilities?

13 A. Essentially I'm responsible for

14 running the company and the estate that's left

15 now.

16 Q. I guess like a chief executive

17 officer of the remaining estate, or I guess

18 how would you -- what's your role and

19 responsibilities?

20 A. That's a sort of reasonable proxy in

21 terms of what needs to be done.

22 Q. What's your background and

23 experience for holding this position?

24 A. I've been in the restructuring

25 business for over 25 years, worked with a

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1 M. MEGHJI

2 variety of companies, over 100 companies going

3 through a variety of operational, financial

4 challenges, where I've either represented

5 companies or other stakeholders in that

6 process, and I've done numerous chief

7 restructuring officer roles.

8 Q. When you come into -- we'll use

9 Sears as the example. When you come in as a

10 chief restructuring officer, at what point in

11 time are you brought into Sears's operations?

12 With the filing of the bankruptcy or prior to

13 that time?

14 MR. FRIEDMANN: Object to form.

15 Q. When did you commence working for

16 Sears as a chief restructuring officer?

17 A. It was approximately a week it to

18 ten days before we filed for Chapter 11.

19 Q. So it would be early October 2018?

20 A. Yes.

21 Q. I guess in that state of the

22 organization when you come in, I guess how

23 would you describe the state of the

24 administrative staff at that point in time?

25 MR. FRIEDMANN: Object to form.

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1 M. MEGHJI

2 A. The state of the administrative

3 staff? Can you clarify what you mean by state

4 and administrative staff?

5 Q. So how many people have either been

6 terminated or had resigned, did you have the

7 people there that you would expect to have to

8 run a corporation like Sears?

9 MR. FRIEDMANN: Object to form. You

10 did answer if you can.

11 A. Nobody had resigned. I'm not sure

12 what you're getting to. The company had

13 68,000 employees when I became the chief

14 restructuring officer. No one resigned, to my

15 knowledge.

16 Q. Okay.

17 A. Except just prior to my

18 appointment -- or, sorry, concurrent with my

19 appointment, the chief executive officer,

20 Edward Lampert, resigned, and essentially I

21 replaced him as CRO.

22 Q. Okay. At this time I'd like to

23 refer you specifically to Exhibit A, which is

24 your declaration again. I'd like to direct

25 your attention to paragraph 7 of your

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1 M. MEGHJI

2 declaration. In that paragraph, you declare

3 that on November 27, 2017, and January 2,

4 2019, at the request of the Village of Hoffman

5 Estates, the debtors provided the Village with

6 letters regarding the EDA distribution for

7 2017, certifying that at no time in 2017 did

8 the requisite number of jobs at the Hoffman

9 Estates campus dip below the requisite 4,250

10 jobs; is that correct?

11 A. Yes.

12 Q. How did the Village make this

13 request to the debtors?

14 MR. FRIEDMANN: Object to form.

15 A. I believe there was a letter dated

16 November 7, 2017, which the November 27, 2017,

17 letter was in response to.

18 Q. Perfect. I would like to show you

19 what I've marked as Exhibit B.

20 (Exhibit B, Letter dated November 7,

21 2017, marked for identification, as of

22 this date.)

23 Q. Do you recognize Exhibit B?

24 A. Yes.

25 Q. Could you briefly describe what it

Page 13

1 M. MEGHJI
2 is?
3 A. It's a letter from James Norris to
4 John Bredemeier at Sears Holding Corporation.
5 Q. Is it accurate to say that Exhibit B
6 is, quote, "Requesting certification from
7 Sears Holdings that 4,250 jobs were maintained
8 at the Sears Holdings campus during the
9 calendar year 2017?"
10 MR. FRIEDMANN: Your question is
11 whether or not the letter says that?
12 MR. ATKINSON: That is correct.
13 A. Should I just read what the letter
14 says?
15 Q. You can, or if I read it correctly,
16 you can acknowledge that. Whichever you
17 prefer.
18 A. It says here the Village is
19 requesting that this certification be
20 returned --
21 MR. FRIEDMANN: If you're going to
22 read, you've got to read. You can read to
23 yourself or you've got to read clearly.
24 A. It says, "Pursuant to Public Act
25 097-0636, the Village of Hoffman Estates is

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1 M. MEGHJI
2 requesting certification from Sears Holdings
3 that 4,250 jobs were maintained at the Sears
4 Holdings corporation campus during calendar
5 year 2017."
6 Q. At this time I'd like to refer you
7 to Exhibit A, and this will be Exhibit 15 to
8 Exhibit A. Do you recognize that exhibit,
9 Exhibit 15?
10 A. Yes.
11 Q. What do you recognize it to be?
12 A. It's a letter from Mr. Bredemeier to
13 the Village.
14 Q. Who is Mr. Bredemeier?
15 A. He was a senior director of real
16 estate and corporate services.
17 Q. Could you read the first paragraph
18 of that letter, please?
19 A. "Thank you for your letter dated
20 November 7, 2017, regarding the EDA
21 distribution for 2017. Please be advised that
22 pursuant to Public Act 097-0636, as of the
23 date of this letter, over 4,250 jobs exist at
24 the Sears Holdings campus in Hoffman estates.
25 Please be further advised that at no time in

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1 M. MEGHJI
2 2017 did the number of jobs dip below the
3 requisite 4,250 jobs."
4 Q. Is it fair to say that Exhibit B
5 requesting jobs at the Hoffman Estates campus
6 for calendar year 2017?
7 MR. FRIEDMANN: Object to form.
8 A. Sorry. Can you reread the question?
9 Q. Sure. Is it fair to say or would
10 you say that Exhibit B from the Village of
11 Hoffman Estates is requesting a certification
12 regarding the number of jobs at the Hoffman
13 Estates campus for Sears for calendar year
14 2017?
15 A. Yes.
16 MR. FRIEDMANN: Object to form.
17 Q. I'm sorry. Your answer is?
18 A. Yes.
19 Q. Exhibit 15, which is the response
20 from Sears to Exhibit B, would you say that it
21 is fair that the letter is providing a
22 certification as to the number of jobs at the
23 Sears Hoffman Estates campus for calendar year
24 2017?
25 A. I believe so.

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1 M. MEGHJI
2 Q. Referring you back to paragraph 7 of
3 Exhibit A, you indicate that there's a second
4 letter that was sent to the Village of Hoffman
5 Estates certifying 2017 employment figures; is
6 that correct?
7 A. I'm sorry. Can you repeat the
8 question?
9 Q. Of course. In paragraph 7 of your
10 declaration, which is Exhibit A, you indicate
11 that a second letter was sent from Sears to
12 the Village of Hoffman Estates to certify the
13 number of employees for 2017; is that correct?
14 A. Yes.
15 Q. I'd like to refer you to Exhibit 16
16 of Exhibit A. Do you recognize Exhibit 16?
17 A. Yes. This is a letter from Steve
18 Sidley.
19 Q. And this is the letter, again,
20 certifying the 2017 jobs figures?
21 MR. FRIEDMANN: Object to form.
22 A. This is a letter in response to the
23 November 14, 2018, letter.
24 Q. Would you mind reading the first
25 paragraph?

<p style="text-align: right;">Page 17</p> <p>1 M. MEGHJI</p> <p>2 A. "Thank you for your November 14,</p> <p>3 2018, letter regarding the upcoming 2018 EDA</p> <p>4 distribution of 2017 taxes. Please be advised</p> <p>5 that pursuant to Public Act 097-0636, the Act,</p> <p>6 Sears Holding Corporation, the developer, was</p> <p>7 in compliance with the job's requirement of</p> <p>8 the act for the entire 2017-calendar year</p> <p>9 based on our records. At no time during</p> <p>10 calendar year 2017 were the number of jobs</p> <p>11 fewer than 4,250 jobs."</p> <p>12 Q. Thank you.</p> <p>13 (Exhibit C, Letter dated November 14,</p> <p>14 2018, marked for identification, as of</p> <p>15 this date.)</p> <p>16 Q. I'd like to show you what I've</p> <p>17 marked as Exhibit C. Do you recognize</p> <p>18 Exhibit C?</p> <p>19 A. I've seen this letter before, yes.</p> <p>20 Q. Is this the November 14, 2018,</p> <p>21 letter that is referenced in Exhibit 16?</p> <p>22 A. Yes.</p> <p>23 Q. Would you mind reading the first</p> <p>24 paragraph of that letter from the Village of</p> <p>25 Hoffman Estates?</p>	<p style="text-align: right;">Page 19</p> <p>1 M. MEGHJI</p> <p>2 is the Sears response to the Village of</p> <p>3 Hoffman Estates, to its letter of November 14,</p> <p>4 2018, would you say that Exhibit 16 is</p> <p>5 responsive to the Village's request?</p> <p>6 MR. FRIEDMANN: Object to form.</p> <p>7 A. I don't know the details of what's</p> <p>8 responsive and what's not. I've read the two</p> <p>9 letters and I think what I see in the Sears</p> <p>10 letter is a response relating to the 2018 EDA</p> <p>11 distribution for 2017 taxes.</p> <p>12 Q. But is that what the Village of</p> <p>13 Hoffman Estates was asking for?</p> <p>14 A. I think the November 14th letter was</p> <p>15 asking for the number of jobs during calendar</p> <p>16 year 2018.</p> <p>17 Q. And what response did Sears give to</p> <p>18 that request?</p> <p>19 A. It certified that in '17, jobs did</p> <p>20 not go below 4,250.</p> <p>21 Q. For what reason did Sears certify</p> <p>22 2017 jobs in response to a request from the</p> <p>23 Village for 2018 jobs?</p> <p>24 MR. FRIEDMANN: Object to form.</p> <p>25 A. I don't know.</p>
<p style="text-align: right;">Page 18</p> <p>1 M. MEGHJI</p> <p>2 A. "Pursuant to Public Act 097-0636,</p> <p>3 the Village of Hoffman Estates is requesting</p> <p>4 certification of Sears Holdings that 4,250</p> <p>5 jobs were maintained at the Sears Holding</p> <p>6 Corporation campus during the calendar year</p> <p>7 2018. Further, if there is any time frame</p> <p>8 during 2018 that the number of jobs maintained</p> <p>9 by the developer fell below 4,250, please</p> <p>10 advise of the time frames in question. The</p> <p>11 Village is requesting that this certification</p> <p>12 be returned to the Village no later than</p> <p>13 December 1, 2018, so that the president and</p> <p>14 the board of trustees can process the</p> <p>15 distribution of EDA funds."</p> <p>16 Q. Is it fair to say that Exhibit C --</p> <p>17 that in Exhibit C, the Village of Hoffman</p> <p>18 Estates is asking for certification for the</p> <p>19 number of jobs at the Hoffman Estates campus</p> <p>20 for Sears for calendar year 2018?</p> <p>21 MR. FRIEDMANN: Object to form.</p> <p>22 A. Yes.</p> <p>23 MR. FRIEDMANN: Misstates what the</p> <p>24 document says.</p> <p>25 Q. Would you say that Exhibit 16, which</p>	<p style="text-align: right;">Page 20</p> <p>1 M. MEGHJI</p> <p>2 Q. Who would know the answer to that</p> <p>3 question?</p> <p>4 A. I assume Mr. Sidley or just some</p> <p>5 other people that had looked at this at the</p> <p>6 time.</p> <p>7 Q. Do you know why Sears would have</p> <p>8 responded by again certifying the 2017 figures</p> <p>9 instead of simply providing the certification</p> <p>10 from 2017?</p> <p>11 A. My understanding of this is that the</p> <p>12 relevant data for the 2017 taxes getting</p> <p>13 refunded, or rebated back in 2018, was the</p> <p>14 2017 employment numbers, not the 2018 numbers.</p> <p>15 Q. Where did that understanding come</p> <p>16 from?</p> <p>17 A. From discussions with a couple of</p> <p>18 people at the company, as well as our counsel.</p> <p>19 Q. Did you know whether that was</p> <p>20 consistent with prior practice between Sears</p> <p>21 and the Village of Hoffman Estates?</p> <p>22 A. I believe it was, but again, I think</p> <p>23 you should speak to my counsel on that.</p> <p>24 Q. Okay.</p> <p>25 A. I relied on my counsel.</p>

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1 M. MEGHJI
2 Q. If I may take you back just for a
3 moment, back to Exhibit 15, we discussed
4 earlier that Exhibit 15 -- in Exhibit 15, that
5 Sears certified that at no time during 2017,
6 calendar year 2017, that at no time did the
7 requisite number of jobs dip below 4,250 jobs;
8 is that correct?
9 A. Yes, we did.
10 Q. Looking again briefly at Exhibit B,
11 which is the letter of Hoffman Estates to
12 Sears in 2017, I believe we covered that
13 Sears -- excuse me, that the Village in that
14 letter requested jobs figures for calendar
15 year 2017; is that correct?
16 A. That's what it looks like, yes.
17 Q. So is it fair to say that for 2017,
18 that the Village asked for '17 figures and
19 Sears provided '17 figures?
20 MR. FRIEDMANN: Object to form.
21 A. That's what it looks like, but I
22 don't draw any conclusion or correlation or
23 extrapolation from that to the other thing,
24 which is seemingly what you're trying to do.
25 Q. Do you have any reason to think that

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1 M. MEGHJI
2 this is wrong?
3 MR. FRIEDMANN: Object to form.
4 What do you refer to as --
5 A. This, what is this?
6 Q. This in terms of the letter from
7 Hoffman requesting '17 and Sears replying back
8 with '17 jobs figures.
9 MR. FRIEDMANN: Object to form.
10 A. I have no idea.
11 Q. Who would know?
12 A. I assume Mr. Bredemeier, who
13 responded.
14 Q. Do you know whether he's still
15 employed by Sears?
16 A. I don't think he is.
17 Q. So generally speaking, your
18 declaration, as I understand it, your
19 declaration relies on what you describe as
20 Sears Holdings Corp. manage -- excuse me,
21 Sears Holdings Corp. associate count or EDGE
22 reports to determine the number of Sears
23 employees within the Economic Development Area
24 in Hoffman Estates; is that correct?
25 MR. FRIEDMANN: Object to form.

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1 M. MEGHJI
2 A. Can you repeat the question, please?
3 Q. Of course. In your declaration, you
4 generally -- I should say repeatedly refer to
5 what are called Sears Holdings Corp. associate
6 count-EDGE, or Economic Development For a
7 Growing Economy reports, to declare what the
8 number of employees were at Hoffman Estates
9 for Sears; is that correct?
10 MR. FRIEDMANN: Object to form.
11 A. Yes.
12 Q. Can you tell me what is an EDA
13 qualifying employee, as you used that term in
14 your declaration?
15 MR. FRIEDMANN: Object to form.
16 A. Yes. An EDA qualifying -- let me
17 just take a quick look here, if you don't
18 mind.
19 Essentially, for EDA certification,
20 Sears counted full time equivalent employees
21 of contractors, tenant companies and building
22 contractors, as well as full-time Sears
23 employees located at Hoffman Estates, or
24 resident at Hoffman Estates.
25 Q. Okay. Is there a difference between

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1 M. MEGHJI
2 an employee's residence and an employee's
3 location?
4 A. For me, it's essentially where the
5 work -- when I refer to residence at Hoffman
6 Estates, what I mean is from a work
7 standpoint, their office is based in Hoffman
8 Estates. I'm not talking about their home
9 residence.
10 Q. Okay. And then generally speaking,
11 how do you know the number of these employees
12 that are EDA qualifying employees?
13 A. How do I know that?
14 Q. Yes.
15 A. Well, as indicated in my
16 declaration, there were reports generated by
17 individuals during 2017. The two individuals
18 were Amita Agarwal, A-M-I-T-A, A-G-A-R-W-A-L,
19 who was a member of Sears SG&A team, who took
20 count of all the full-time Sears employees
21 resident at Hoffman. And then Jennifer
22 Mendoza, who was a manager of business
23 process, operations integration, who collected
24 based on sort of badge count data tracked of
25 employees, whether it was contractors,

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1 M. MEGHJI
2 building contractors, or tenant employees,
3 that were part of Hoffman Estates.
4 Q. How do you know that each of these
5 employees worked 35 hours or more per week?
6 MR. FRIEDMANN: Object to form.
7 Q. I guess we could break it out.
8 We'll start with Sears and then we'll go to
9 the tenants and contractors.
10 So for Sears employees, how did you
11 know that those individuals or how do you know
12 that those individuals --
13 A. So in all cases, the methodology
14 that I understand was used to derive these
15 numbers was only to include people that worked
16 more than 35 hours. So anybody that worked
17 less than 35 hours were excluded from this
18 count. And the company had a way of tracking
19 that through badge out and when people came in
20 and out.
21 Q. So let me focus just on Sears
22 employees for the moment. So would you
23 count -- in terms of determining if someone
24 worked 35 hours a week or more, did you rely
25 on pay records, whether they're salaried or

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1 M. MEGHJI
2 just -- you mentioned badge counts. How did
3 Sears make that determination that these
4 individuals are actually working 35 hours or
5 more per week?
6 MR. FRIEDMANN: Object to form. You
7 can answer if you can.
8 A. We're talking about full-time
9 employees now. Sears employees who were
10 full-time employees.
11 Q. Or just any Sears employees that
12 you're counting as full time.
13 A. I think Sears tracks through what
14 they pay people and their payroll records and
15 personnel records who is full time and who's
16 not.
17 Q. Okay.
18 A. I don't know any technicalities
19 beyond that, but it would be absurd to me that
20 they didn't know who was full time and who was
21 not.
22 Q. Now looking at the other group, so
23 we have tenants that are purportedly being
24 counted -- or I should say employees of
25 tenants that are purportedly being counted

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1 M. MEGHJI
2 towards the number of employees at Hoffman.
3 How did Sears determine the number of those
4 employees and whether they worked 35 hours or
5 more per week?
6 A. So essentially the way it was done
7 by Jennifer Mendoza and Sears's real estate
8 department in collecting this, was that they
9 looked at sort of total badge data, people
10 coming in and out sort of daily in '17, and
11 from that total badge count Ms. Agarwal and
12 Ms. Mendoza removed the number of badges held
13 by part-time employees, which they knew, all
14 former employees, which they also knew,
15 employees based somewhere other than Hoffman
16 Estates, and all employees of Sears entities
17 who were already counted using the kind of
18 EDGE reports.
19 Q. So I guess let me take a step back.
20 So the Hoffman Estates campus, there are -- it
21 appears there are a number of tenants who are
22 not owned by Sears, they're separate third
23 party entities. Do you know who those tenants
24 are?
25 A. Sears knows who they are, yes.

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1 M. MEGHJI
2 MR. FRIEDMANN: You're asking who
3 they are now or who they were in 2017 for
4 the record?
5 MR. ATKINSON: For purposes we'll
6 talk about '17 at this point in time.
7 A. Yes, the company knew who they were.
8 Q. Is there a record of who they were?
9 At this point that information hasn't been
10 shared with us in terms of our document
11 production.
12 A. I'm sure there is, yes.
13 Q. Do you have knowledge I guess
14 generally about who these contractors are, in
15 terms of food vendors or --
16 A. You talked about tenants and you
17 moved into contractors. Which are you talking
18 about?
19 Q. I'm sorry. We're going to stick
20 with tenants for now.
21 A. Okay.
22 Q. So can you generally describe the
23 type of tenants that worked at the corporate
24 headquarters.
25 A. So Sears Hometown stores, which is a

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1 M. MEGHJI
2 separate public company, is located on the
3 Hoffman Estates campus. So that would be one.
4 There's a bunch of full-time employees. And
5 then there are places like, I'll use Jared's
6 favorite example, Sbarro, which had a place
7 there. So there's a coffee shop, there's
8 various other sort of smaller -- that I could
9 think of. There might be one or two others
10 that I can't think of.
11 Q. And how would Sears know the number
12 of employees that each of those tenants had
13 for purposes of recording --
14 A. Because they had badges to go in and
15 out of the building, which was tracked by our
16 real estate department. Security's tight.
17 Q. So I guess logistically speaking, to
18 get into the Hoffman Estates campus, you have
19 to scan a badge to get in?
20 A. Yes.
21 Q. And everyone has to scan a badge?
22 A. Absolutely everyone.
23 Q. Okay. So we established that the
24 employees of tenants, they swipe a badge to
25 get in. How does Sears know that those

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1 M. MEGHJI
2 employees are working 35 hours a week?
3 MR. FRIEDMANN: Object to form. You
4 can answer if you can.
5 A. Sears tracks what they pay people,
6 in terms of payroll. So that's how.
7 Q. Let me back up. I'm not talking
8 about Sears employees, I'm talking about the
9 employees of the tenants. So how would Sears
10 know how many hours the employees of the
11 tenants were working?
12 A. Again, I was not involved in the
13 sort of day-to-day kind of negotiations or
14 anything. But my understanding of this today
15 is Sears has -- gets an indication of how many
16 badges it's issued and how many of those are
17 full time badges versus, you know, kind of --
18 if people aren't resident there and working
19 full time, then they would get a part time
20 badge. So there's different badges that are
21 assigned, is my understanding.
22 Q. So you have no personal knowledge as
23 to how those numbers are tracked?
24 A. No, I have not been involved in the
25 badge management process.

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1 M. MEGHJI
2 Q. Now let's move on to contractors at
3 the Hoffman Estates headquarters. Can you
4 describe what type of contractors, during
5 2017, just to be precise, what types of
6 contractors were at the Hoffman Estates
7 campus?
8 A. I believe there were two main kinds
9 of contractors. There were a bunch of
10 building related contractors, because it's a
11 massive campus, so there was building activity
12 and maintenance and renovations going on. And
13 then the second is the company also used
14 third-party contractors for various functions,
15 and many of these worked on a full-time basis
16 or at least over 35 hours for Sears.
17 Q. And would these contractors -- I
18 should say either contractors or employees of
19 the contractors, would they have been
20 subjected to the same badge requirement as
21 everyone else?
22 A. Yes. There was a separate
23 contractor badge.
24 Q. And you counted them -- I shouldn't
25 say you. Sears counted them based on the

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1 M. MEGHJI
2 badge entries or the number of badges? I
3 guess which one?
4 A. Sears counted them. I don't know
5 the mechanics of how, but Sears had a way of
6 distinguishing between people who worked full
7 time versus part time. Just as they had for
8 their employees, they did for their contractors,
9 as well.
10 Q. So, just to be clear, you don't have
11 personal knowledge, again, as to how these
12 counts were actually derived?
13 A. I don't.
14 THE WITNESS: You can feel free to
15 jump in here, too.
16 MR. FRIEDMANN: He can't. The
17 questioning is one person at a time. It's
18 not an appellate bench.
19 MR. ATKINSON: It's not a team
20 sport, right?
21 THE WITNESS: I'm sorry.
22 Q. Could you -- one of the references
23 in here is to what's called an OTB contractor.
24 Could you tell me what that is? It wasn't
25 clear to me from the documents what that was.

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1 M. MEGHJI
2 A. I've been trying to figure that out,
3 honestly. I think it's some initial, but it's
4 really, my understanding, it's tied to the --
5 those are some of the building related
6 contractors. But I don't remember exactly
7 what OTB stands if are.
8 Q. We were hoping it was Off Track
9 Betting.
10 A. That was our best guess. Believe it
11 or not, I asked the question half an hour
12 before I walked in here, but I couldn't get
13 the answer quickly enough.
14 Q. At this point I'd like to go through
15 each of the individual exhibits month by
16 month. This is going to become a little
17 repetitive, and I apologize for that, so we'll
18 try to make it as painless as possible.
19 MR. FRIEDMANN: Keep in mind these
20 are not full exhibits, these are the I
21 guess partial exhibits that you attached,
22 correct?
23 MR. ATKINSON: That's correct.
24 Q. And then just for added fun, we'll
25 bounce back and forth between your declaration

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1 M. MEGHJI
2 and the exhibits.
3 A. Okay.
4 Q. But I put some handy tabs on there,
5 so you should be able to find the exhibits
6 really fast.
7 So directing your attention to
8 paragraph 8 of Exhibit A, which is your
9 declaration, you state that, on Exhibit 1, you
10 have a true and correct copy of the, for
11 shorthand I'm going to call it the EDGE
12 report. If I use that term, you'll know what
13 I'm talking about?
14 A. Yes.
15 Q. As of January 31, 2017, and that
16 that report indicates that there were 4,411
17 Sears full-time employees located within the
18 Illinois Hoffman Estates and Chicago on that
19 date; is that correct?
20 A. Correct.
21 Q. We talked about this a few moments
22 ago. What does this number actually
23 represent? Is it payroll as of December 31,
24 2017, or is it something else?
25 MR. FRIEDMANN: Object to form.

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1 M. MEGHJI
2 A. I think it's -- you said December,
3 but I think this is --
4 Q. I apologize.
5 A. -- January 31st. If you look at the
6 top of the -- top left corner, active salary,
7 full time only, location Illinois, work state
8 Illinois, etcetera. So it's basically the
9 full-time employees that work in Illinois.
10 Q. It says the criteria at the top
11 left-hand corner, it says criteria as of
12 1/31/2017.
13 A. Correct.
14 Q. I guess would that mean the number
15 of people that received a paycheck
16 January 31st, at the end of the month?
17 MR. FRIEDMANN: Object to form.
18 A. My understanding, this is a summary
19 of the full-time employees who I presume
20 weren't working for free, so received a
21 paycheck.
22 Q. During the month of January 2017?
23 A. Correct, yes.
24 Q. And I think you disclosed this a
25 little bit earlier, but do you know who

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1 M. MEGHJI
2 actually prepared Exhibit 1, which is the
3 January 31, 2017?
4 A. I don't know who did it, no.
5 Q. Do you know who may know the answer
6 to that question?
7 A. The person who prepared it. I
8 don't.
9 Q. Okay.
10 A. It looks like it came out of the
11 company's payroll systems and PeopleSoft
12 systems.
13 Q. Do you know what person or persons
14 provided data or support for preparing
15 Exhibit 1?
16 A. No. The company has a big payroll
17 department with lots of people that work
18 there. I'm sure we can find out who that is,
19 but I don't know.
20 Q. Was this prepared as part of this
21 bankruptcy litigation?
22 A. I don't know if it was there before
23 or it exists -- if it was specifically done
24 for this.
25 Q. Do you know who would know that

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1 M. MEGHJI
2 answer?
3 A. Somebody in the company's payroll
4 department. Presumably the head of HR or
5 somebody else.
6 Q. Referring back to paragraph 8 of
7 your declaration, towards the middle of the
8 paragraph, you say the second tab of Exhibit 1
9 lists a location city for each employee and
10 that 55 of the employees were located in
11 Chicago; is that correct?
12 A. Yes.
13 Q. So of the total of 4,411 employees
14 that are included in Exhibit 1, to determine
15 the number of Sears employees located at
16 Hoffman Estates, we would need to subtract 55
17 from 4,411?
18 A. Correct.
19 Q. And do you think that number would
20 be 4,356 employees?
21 MR. FRIEDMANN: Object to form.
22 A. That number is 4,356.
23 Q. Okay. And the identities of those
24 individuals who are Sears employees during
25 January 2017, those individual employees are

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1 M. MEGHJI
2 disclosed in Exhibit 1, not in the version
3 that is in front of you now, but the form that
4 was tendered to us listed all 4,000-plus
5 employees?
6 A. Correct.
7 Q. Referring you back to paragraph 8 of
8 your declaration, you state that there's an
9 occupancy data report transmitted by Jennifer
10 Mendoza that indicates the number of tenant
11 employees and contractors in January 2017; is
12 that correct?
13 A. Yes.
14 Q. I'd like to refer you to Exhibit 13,
15 and if I may, I'd like to go through this in
16 some detail. First I'm going to start in
17 column A and work my way down. First, can you
18 define what an occupant entry is?
19 A. I'm sorry. Where do you see that?
20 Q. It is in column A, line 3.
21 A. Yes. Again, reading it, it looks
22 like it's sort of categories of when people
23 get in to the building, 6 to 11 a.m. sort of
24 time frame.
25 Q. So these would be like the actual

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1 M. MEGHJI
2 swipes as employees, whether from Sears or a
3 tenant or a contractor, it would be the number
4 of people who are actually coming in and out
5 of the door?
6 A. Again, just -- I haven't
7 investigated this, but that's my guess.
8 MR. FRIEDMANN: Do me a favor, don't
9 guess today. They just want facts. They
10 can't go into court on guesses. Give them
11 facts, facts, and only facts. If you know
12 the answer, answer.
13 A. I don't know the specifics of how
14 that's done.
15 Q. Further down column A, line 12, do
16 you know what an active badge is?
17 A. Yes. An active badge is a badge
18 that's valid and sort of used by current
19 employee or contractor.
20 Q. And then if I may, going up to the
21 very top, this is column A, line 1, it says
22 Monthly Averages. I guess what do these
23 numbers represent in terms of what's being
24 reported for each month?
25 MR. FRIEDMANN: Object to form.

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1 M. MEGHJI
2 A. Monthly averages of badge counts is
3 what I think this is.
4 Q. You report that Jennifer Mendoza --
5 let me back up.
6 So Jennifer Mendoza e-mailed this
7 report to various persons inside Sears; is
8 that correct?
9 A. Yes. My understanding is she
10 prepared this.
11 Q. Do you know if she actually prepared
12 the occupancy report or did she just e-mail
13 it?
14 A. I don't know. My understanding was
15 that she was at the time the person kind of
16 pulling this data together. She may have
17 gotten information from others.
18 Q. Do you know if she's still employed
19 by Sears?
20 A. She's not.
21 Q. Do you know when she departed?
22 A. I don't.
23 Q. So in paragraph 8 of your
24 declaration, you indicate that as of
25 January 2017, there were 1,512 tenant

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1 M. MEGHJI
 2 employees and contractors; is that correct?
 3 A. Yes.
 4 Q. Referring back to Exhibit 13, can
 5 you show me where that number, the 1,512, is
 6 coming from?
 7 A. Yes. If I may use my -- so it's --
 8 if you look under the column AA for
 9 January 2017, the three lines that it
 10 aggregates to get to the 1,512 number are the
 11 contractor badge line, which is line 14;
 12 tenant badges, which is line 17; and OTB
 13 contractor badges, which is line 18. The
 14 numbers for January 2017 are 668 plus 649 plus
 15 195, which adds up to 1,512.
 16 Q. The figures that you just provided
 17 us, those are the number of active badges for
 18 those different classification of persons?
 19 A. Correct.
 20 Q. Do you know the identities of the
 21 individuals who held those active badges in
 22 January 2017?
 23 A. Do I know them? No.
 24 Q. Does Sears know them?
 25 A. It should.

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1 M. MEGHJI
 2 Q. How do you know that Sears knows or
 3 would know the identity of the individuals
 4 holding badges in January of 2017?
 5 MR. FRIEDMANN: Object to form.
 6 Misstates prior testimony.
 7 A. I'm presuming that when the badges
 8 are issued, they keep a record of who received
 9 the badges and who uses them. So I'm
 10 presuming that there's a record of all that,
 11 or certainly that there was a record of that
 12 in '17 when this was done.
 13 Q. Okay. But sitting here today, you
 14 don't have personal knowledge?
 15 A. No.
 16 Q. Referring to Exhibit 13, I'm going
 17 to refer you to column AA, row 13. That
 18 reports the number of associate badges; is
 19 that correct?
 20 A. That's what it says.
 21 Q. And how would you understand what an
 22 associate badge means, or what would you
 23 understand that to mean?
 24 A. Sears typically refers to its
 25 employees as associates, so I presume those

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1 M. MEGHJI
 2 are employee badges. But again, I don't know.
 3 Q. Does Exhibit 13 report for January
 4 of 2017 that there were 4681 active associate
 5 badges?
 6 A. That's what I read. It says 4,681
 7 in that column for January.
 8 Q. Okay. And for January 2017, does
 9 the figure of active associate badges, 4,681,
 10 exceed the number of full-time employees
 11 reported in the EDGE report?
 12 MR. FRIEDMANN: Object to form.
 13 A. Does the 4,681 exceed the 4,411?
 14 Q. Or the 4,411 minus 55.
 15 A. 4,681 mathematically is higher than
 16 4,356.
 17 MR. FRIEDMANN: It's a good thing we
 18 had this deposition today.
 19 A. I just want to confirm that.
 20 MR. FRIEDMANN: You need a
 21 calculator, by the way, to confirm that?
 22 THE WITNESS: No.
 23 MR. ATKINSON: That answers my
 24 question.
 25 Q. So Exhibit 13, again I'm going to

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1 M. MEGHJI
 2 refer you up to column AA, line 6, which is
 3 the daily associate counts from 6:00, I
 4 presume that's a.m., to 11:00 a.m.
 5 MR. FRIEDMANN: Object to form. I
 6 don't know where you're assuming that
 7 from.
 8 MR. ATKINSON: That's fine. We'll
 9 back up.
 10 Q. So I'm going to refer you to column
 11 AA, line 6, which purports to be the daily
 12 associate counts from 6:00-11:00 for January
 13 2017. Is that number 2,139?
 14 A. That's what I read.
 15 Q. What would you understand associate
 16 counts to mean for that number?
 17 MR. FRIEDMANN: Object to form.
 18 A. I don't know. I don't know what
 19 that means.
 20 Q. Well, what would an associate be?
 21 MR. FRIEDMANN: Object to form.
 22 A. Sears, as I said earlier, refers to
 23 its employees as associates, so I presume
 24 they're employees.
 25 Q. And so, to make sure I'm

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1 M. MEGHJI
2 understanding this correctly, then, Exhibit 13
3 is reporting that for January 2017, the
4 monthly average of the daily associate count
5 was 2,139?
6 A. I don't know.
7 MR. FRIEDMANN: Object to form.
8 A. I've not studied what that section
9 or line is, nor have I spoken to anybody about
10 this.
11 Q. Well, you rely on Exhibit 13 to give
12 us a number of the employees for tenants,
13 contractors -- they could be contractors,
14 whatever they are; is that correct?
15 A. As I explained to you, I relied on
16 this to look at the contractor badges, the
17 tenant badges, and the OTB contractor badges
18 to confirm -- look at the backup of how the
19 total contractors and tenant numbers were
20 counted for each month. But I did not look at
21 the associate part of this, nor reconcile it
22 to anything else. That's all I'm saying.
23 Q. Okay. Now, earlier when we were
24 talking about the EDGE reports and the number
25 of Sears employees and we were talking about

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1 M. MEGHJI
2 badges and swiping in and out, I understood
3 from your testimony that Sears was counting
4 the people coming in and out. Is that correct
5 or no?
6 MR. FRIEDMANN: Object to form.
7 A. I don't understand what you mean.
8 Q. I'll take a step back. So
9 hypothetically speaking, we could have 100
10 people with active badges, and 50 of them
11 actually come in and out of the gate every
12 day. So you've given us active badge numbers,
13 and it sounds like the EDGE report counts
14 people who are actually paid by Sears during
15 the relevant time frame. My question to you
16 is whether there is a difference between the
17 number of active badges for Sears associates
18 and the number of daily swipes for Sears
19 associates?
20 MR. FRIEDMANN: Object to form.
21 A. I don't know.
22 Q. Who would know?
23 A. Some combination of Sears HR and
24 real estate team.
25 Q. Again looking at Exhibit 13, I'm

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1 M. MEGHJI
2 going to refer you to column AA, line 5. This
3 row is designated Daily Contractor Swipes
4 6:00-11:00 a.m. I think I'm safe in assuming
5 that means 6:00 to 11:00 in the morning. Is
6 it correct that the number of contractor
7 swipes -- excuse me, daily contractor swipes
8 for January 2017 is 446?
9 MR. FRIEDMANN: Object to form.
10 A. I think you read that just as I
11 would read it, but I have not done any work to
12 confirm that your reading of it is the full
13 story. I just have not looked into that
14 column. As far as this exhibit is concerned,
15 I had focused on the contractor badges, the
16 tenant badges, and the OTB contractor badges
17 as data that the company used to report the
18 number of people that worked on campus at
19 Hoffman Estates in '17.
20 Q. Do you think due diligence would
21 require Sears, in reporting the number of
22 employ eyes working 35 hours or more per week
23 at Hoffman Estates, to analyze some data
24 indicating whether people are actually at
25 Hoffman Estates?

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1 M. MEGHJI
2 MR. FRIEDMANN: Object to form.
3 A. Go again. Do I think in general
4 people should do due diligence on things in
5 life or --
6 Q. Specifically in this instance, do
7 you think Sears, in exercising due diligence,
8 in certifying a number in order to obtain 10
9 to \$12 million in property tax incentives of
10 public dollars, should Sears have exercised
11 some level of due diligence to indicate not
12 merely that someone had a badge, but that they
13 actually worked there for 35 hours or more per
14 week?
15 MR. FRIEDMANN: Object to form.
16 A. I presume they did. I think Sears
17 was a responsible public company that took its
18 responsibilities seriously. I wasn't employed
19 at Sears in 2017, but everything I've seen
20 about how they operate, I see them having
21 exercised diligence generally on anything they
22 report to, and this would be no different.
23 Q. So in preparing for today and
24 relying on Exhibit 13 as part of Sears's
25 effort to obtain roughly \$10 million in

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1 M. MEGHJI
2 property tax dollars, are you saying that you
3 did not fully review and understand all the
4 components in Exhibit 13?
5 MR. FRIEDMANN: Object to form.
6 A. No. I'm telling you that I looked
7 at the relevant components, which is lines 14,
8 17, and 18, and I was comfortable in
9 understanding how the company had reported
10 stuff. Don't put words in my mouth.
11 Q. Would you say that the occupant
12 entries, then, are not relevant to determining
13 Sears employee counts at its headquarters?
14 MR. FRIEDMANN: Object to form.
15 A. I did not look at them. I didn't
16 say that they're not relevant. I simply
17 reported to you that we had -- how the company
18 had reported on its full-time employees and
19 how it reported on its contractors and tenant
20 count.
21 Q. So Sears again certified 17
22 employment figures in January of 2019; is that
23 correct?
24 A. It is correct.
25 Q. In doing that certification, which

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1 M. MEGHJI
2 is after the bankruptcy filing date, what
3 steps of due diligence were taken -- let me
4 take a step back.
5 What steps were taken to determine
6 how to count employees for purposes of the
7 January certification?
8 A. Again, I was not transmittal
9 involved in the process, but our general
10 counsel, Steve Sidley, would have confirmed
11 what he needed to confirm to certify that it
12 was accurate. That's what I would have
13 expected.
14 Q. Is it possible there would be an
15 error in the numbers if there was not a
16 reconciliation between the number of badges
17 and the number of entries?
18 MR. FRIEDMANN: Object to form.
19 A. Is it possible that there's an error
20 in what respect?
21 Q. Let's take a step back. Let's look
22 at Exhibit 13 as a specific example. So you
23 relied on Exhibit 13 to tell you that there
24 are 668 contractor -- active contractor
25 badges.

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1 M. MEGHJI
2 A. Yes.
3 Q. And that is column AA, line 14.
4 A. Yes.
5 Q. So then column AA, line 5, is the
6 daily contractor swipes; is that correct?
7 A. Yes.
8 Q. And that's under the header of
9 occupant entries?
10 A. Uh-huh.
11 Q. And that's the number of people
12 coming in and out every day. I'm sorry.
13 Those are the number of people coming in every
14 day between 6 and 11.
15 A. So what's your point?
16 Q. I'm just asking you whether that
17 number is 446. That this report that you rely
18 on is telling us that as of January 2017, the
19 number of daily contractor swipes is 446.
20 A. Look, what I'm telling you is I have
21 not looked at that section of this report,
22 I've not relied on it. I don't know what
23 people came in after 11:00 or before or how
24 that reconciles to any of this --
25 Q. That's not what I'm asking --

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1 M. MEGHJI
2 A. Let me finish.
3 Q. Okay.
4 A. So connection between the contractor
5 badge number and that, I really don't know
6 what that is. I'd need to go back and
7 investigate that to see how those two
8 correlate.
9 Q. Do you think that would be something
10 that would be important to understand before
11 making a certification for \$10 million?
12 MR. FRIEDMANN: Object to form.
13 A. My understanding, based on
14 discussions I've had with people at the
15 company that are closest to this that remain
16 there, is that relying on the contractor badge
17 numbers and the tenant badges and the OTB
18 contractor badges line is a sort of accurate
19 way to count what those numbers are and should
20 be.
21 Q. Are you able to identify those
22 people?
23 MR. FRIEDMANN: Object to form.
24 A. There's an individual named Misty
25 Redman, who is VP, I believe her title is VP

<p style="text-align: right;">Page 53</p> <p>1 M. MEGHJI</p> <p>2 of government affairs, who was sort of there</p> <p>3 through this -- she didn't do this, but some</p> <p>4 of the information that was collected was</p> <p>5 reported through her.</p> <p>6 MR. FRIEDMANN: Good time for a</p> <p>7 break? We've been going for over an hour.</p> <p>8 MR. ATKINSON: No objection.</p> <p>9 (Recess was taken.)</p> <p>10 MR. ATKINSON: I did not mark the</p> <p>11 Notice of Deposition as an exhibit, so I'm</p> <p>12 just going to mark it as Exhibit D, just</p> <p>13 for clarity. We reviewed that at the very</p> <p>14 beginning of the deposition.</p> <p>15 (Exhibit D, Notice of Deposition,</p> <p>16 marked for identification, as of this</p> <p>17 date.)</p> <p>18 BY MR. ATKINSON:</p> <p>19 Q. Referring back to Exhibit 13,</p> <p>20 referring you to the top left-hand corner, the</p> <p>21 description of occupant entries, is it</p> <p>22 accurate to say that this report does not</p> <p>23 indicate the daily occupant entries for tenant</p> <p>24 employees during January 2017?</p> <p>25 MR. FRIEDMANN: Object to form.</p>	<p style="text-align: right;">Page 55</p> <p>1 M. MEGHJI</p> <p>2 occupant entries that are reported, which I</p> <p>3 understand that you did not rely on and you're</p> <p>4 not prepared to discuss, there is not a row</p> <p>5 there that indicates the number of daily</p> <p>6 entries for tenants; is that correct?</p> <p>7 MR. FRIEDMANN: Object to form.</p> <p>8 A. There are only three rows there,</p> <p>9 correct.</p> <p>10 Q. And those are the total, the</p> <p>11 contractor, and the associates?</p> <p>12 A. I don't know whether the first one</p> <p>13 includes tenants or not. I really don't know.</p> <p>14 Q. We're almost done with Exhibit 13.</p> <p>15 So at the bottom left-hand side of Exhibit 13,</p> <p>16 there's a section that's called Jennifer's</p> <p>17 Notes. This is column A, line 30. Do you see</p> <p>18 that?</p> <p>19 A. Yes.</p> <p>20 Q. Row 34, it states, "July 2016</p> <p>21 Associate Badge Count - Noticing several</p> <p>22 people with multiple badges. I was able to</p> <p>23 visually scan the list to delete those that I</p> <p>24 recognized as duplicate = 22. Additional</p> <p>25 duplicate badges removed." Do you see that?</p>
<p style="text-align: right;">Page 54</p> <p>1 M. MEGHJI</p> <p>2 A. Look, I don't know what else this</p> <p>3 report does or doesn't. All I can tell you is</p> <p>4 what I've done in -- what was sort of</p> <p>5 explained and reported to me in terms of how</p> <p>6 far the company had calculated the contractor,</p> <p>7 tenant, and OTB contractor numbers in here.</p> <p>8 Q. Okay.</p> <p>9 A. So I think we could stop debating</p> <p>10 all the other elements of this. I just -- I</p> <p>11 wasn't prepared to do it.</p> <p>12 MR. FRIEDMANN: He's entitled to ask</p> <p>13 you whatever he wants. You've just got to</p> <p>14 answer the questions, whether they're</p> <p>15 relevant or not. Let him ask.</p> <p>16 THE WITNESS: Okay.</p> <p>17 Q. So I guess who told you that that</p> <p>18 was the information in this report to rely on</p> <p>19 for making your declaration?</p> <p>20 A. It was in discussions with my</p> <p>21 counsel, as well as Misty Redman, who is the</p> <p>22 VP of government affairs.</p> <p>23 Q. My final question in terms of the</p> <p>24 nitty-gritty of this table, I think it's clear</p> <p>25 from the document itself, but in terms of the</p>	<p style="text-align: right;">Page 56</p> <p>1 M. MEGHJI</p> <p>2 A. Yes.</p> <p>3 Q. Did I read that correctly?</p> <p>4 A. I believe so.</p> <p>5 Q. Does that language give you any</p> <p>6 pause or concern regarding the numbers that</p> <p>7 are recorded in Exhibit 13?</p> <p>8 MR. FRIEDMANN: Object to form.</p> <p>9 A. No. I don't know what that means in</p> <p>10 detail. It seems to be something to do with</p> <p>11 July 2016.</p> <p>12 Q. Do you know what controls, if any,</p> <p>13 were used to ensure that duplicate badges were</p> <p>14 not included?</p> <p>15 A. Not firsthand, I don't know.</p> <p>16 Q. In terms of preparing this report,</p> <p>17 do you know what steps, other than Jennifer's</p> <p>18 visual scan, were used to determine whether</p> <p>19 there were duplicate badges?</p> <p>20 MR. FRIEDMANN: Object to form.</p> <p>21 A. I don't know anything about this</p> <p>22 topic in terms of -- and I've never spoken to</p> <p>23 Jennifer about it.</p> <p>24 Q. Then in column A, line 33, again</p> <p>25 this is under Jennifer's notes, it says -- do</p>

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1 M. MEGHJI
 2 you see where I'm referring here? Column A,
 3 line 33.
 4 A. Yes.
 5 Q. It says, "Per Chuck Jones, we're not
 6 getting counts now due to IT changing servers
 7 and then the vendor changed servers. I
 8 believe iVisitor is getting updated, but we
 9 don't know for sure since we are not getting
 10 the daily update counts. Debbie I believe is
 11 looking into it." Did I read that correctly?
 12 A. Yes.
 13 Q. Do you know who Chuck Jones is?
 14 A. I don't.
 15 Q. Do you know who Debbie is?
 16 A. No.
 17 Q. Does Jennifer's note at column A,
 18 line 33, give you any concern as to the
 19 quality of the numbers being reported here?
 20 MR. FRIEDMANN: Object to form.
 21 A. No.
 22 Q. Do you know if the note referenced
 23 in line -- column A, line 33, do you know if
 24 those issues were resolved?
 25 MR. FRIEDMANN: Object to form.

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1 M. MEGHJI
 2 A. I do not. As I said, I've not
 3 followed up, nor had any interaction -- I was
 4 not employed by Sears in 2017, so I had
 5 nothing to do with this.
 6 Q. In preparing for today, were these
 7 notations discussed with you or reviewed by
 8 you?
 9 A. I had looked at the sheet, but I
 10 have not discussed these with anybody.
 11 Q. Is it a possibility that these
 12 errors were never corrected, and therefore the
 13 data reported here is faulty?
 14 MR. FRIEDMANN: Object to form.
 15 A. My understanding is that the data
 16 used by the company in reporting this in '17
 17 was reasonable and accurate. That's what I've
 18 been told.
 19 Q. By whom were you told that?
 20 A. By Misty Redman and others.
 21 Primarily Misty.
 22 Q. My final question for now on
 23 Exhibit 13, I promise --
 24 MR. FRIEDMANN: Don't make promises
 25 you can't keep.

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1 M. MEGHJI
 2 MR. ATKINSON: That's why I said for
 3 now.
 4 Q. So Exhibit 13 does not have any data
 5 for the months of September, October,
 6 November, and December 2017; is that correct?
 7 A. Yes.
 8 Q. And why is that?
 9 A. I don't know.
 10 Q. Have you seen a report, either this
 11 report or one similar to it, for 2018?
 12 A. No.
 13 Q. Okay. So we're going to bounce back
 14 to your declaration, in paragraph 9. I'm
 15 sorry, if I may take a step back for just a
 16 moment.
 17 Do you know whether the jobs data
 18 for 2018 has been maintained?
 19 A. I have not reviewed it. My
 20 understanding at a high level from speaking to
 21 Misty and counsel is that --
 22 MR. FRIEDMANN: Stop. You can tell
 23 them what you learned from speaking to
 24 Misty. You should not tell them what you
 25 heard from talking to counsel.

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1 M. MEGHJI
 2 Go ahead. Now you can complete your
 3 answer.
 4 A. My understanding from speaking to
 5 Misty Redman was that the company was in
 6 compliance with the 4,250 limit in 2018, as
 7 well, but I've not seen any data or anything
 8 like that.
 9 Q. Do you know whether the scope of
 10 responsibilities for Ms. Redman include
 11 lobbying legislators in Illinois?
 12 A. I'm not a hundred percent certain of
 13 her full scope of her responsibilities, but
 14 her title is VP of government affairs.
 15 Q. Turning now to paragraph 9 of your
 16 declaration. I think now that we've been
 17 through Exhibit 1 and Exhibit 13, I think we
 18 may be able to pick up the pace a little bit.
 19 So in paragraph 9, you state that Exhibit 2,
 20 which is the EDGE report dated March 1, 2017,
 21 that there were 4,298 Sears full-time
 22 employees located within Illinois, including
 23 Hoffman Estates and Chicago; is that correct?
 24 A. Yes.
 25 Q. Do you know who prepared Exhibit 2?

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1 M. MEGHJI
2 A. Not specifically. Not who did
3 individually.
4 Q. And same would hold true for whether
5 you know what person or persons provided data
6 and support for preparing the exhibit? I
7 guess it would be the same answer pertaining
8 to Exhibit 1?
9 A. Yes.
10 MR. FRIEDMANN: Object to form.
11 Q. And according to Exhibit 2, there
12 were 53 employees, Sears employees who are
13 located in Chicago; is that correct?
14 A. Yes.
15 Q. And if you do just some quick math,
16 that would indicate that there were 4,245
17 Sears employees as of March 1, 2017, at the
18 Hoffman Estates campus?
19 A. Yes.
20 Q. And then, sorry, we are back to
21 Exhibit 13 again.
22 MR. FRIEDMANN: Told you so.
23 Q. So in paragraph 9 of your
24 declaration you state that there were 1,302
25 tenant employees and contractors located

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1 M. MEGHJI
2 within the Economic Development Area during
3 February 2017.
4 A. Correct.
5 Q. And referring to Exhibit 13, it is
6 accurate to say that those 1,302 jobs are the
7 aggregate of OTB contractor badges, tenant
8 badges, and contractor badges?
9 A. Correct.
10 Q. And those are active badges; is that
11 correct?
12 A. Yes.
13 Q. I know before you said that you
14 didn't review these numbers in advance of
15 today, but briefly, Exhibit 13, column AB,
16 line 6, that cell reports the number of daily
17 associate swipes for February '17; is that
18 correct?
19 A. I've not looked at this before.
20 MR. FRIEDMANN: Just answer the
21 question, please.
22 A. Line -- can you repeat the question
23 again?
24 Q. Of course. So Exhibit 13, column
25 AB, line 6, or row 6, does that cell indicate

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1 M. MEGHJI
2 the number of daily associate counts for
3 February 2017?
4 MR. FRIEDMANN: Object to form.
5 A. It says Daily Associate Counts
6 600-1100, and the number for February 2017
7 shown on here is 1,926. I cannot interpret
8 what that means.
9 Q. On this same page, the same column,
10 down to row 13, it indicates the number of
11 active associate badges; is that correct?
12 A. It says associate badges under the
13 column active badges.
14 Q. And then again column AB, row 13,
15 for February 2017, it indicates 4,512?
16 A. Yes.
17 Q. And then Exhibit 13, column AB, line
18 5, indicates the daily contractor swipes, is
19 that correct, for February 2017?
20 MR. FRIEDMANN: Object to form.
21 A. Again, I don't know what that means,
22 but reading that line, it says daily
23 contractor swipes 600-1100 a.m., and the
24 number under the February column is 412.
25 Q. Based on the numbers reported

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1 M. MEGHJI
2 here -- you know, I'll ask this now and I
3 presume it will carry forward, or I will ask
4 you if it will carry forward. But you
5 testified earlier when we were talking about
6 January that Sears would have records of who
7 these individuals are that have the active
8 badges and who swiped in; is that correct?
9 A. I don't know that for a fact. I
10 sort of presumed they would, but I don't know
11 that for a fact.
12 Q. And if I asked you that question for
13 every month going forward, your answer would
14 be the same?
15 A. My answer would be I don't know that
16 for a fact, but presumably there's some data
17 available.
18 Q. Okay. So then we're going to go to
19 paragraph 10 of your declaration. So in
20 paragraph 10, you state that based on
21 Exhibit 3, which is the EDGE report for
22 March 29, 2017, that there were 4,288 Sears
23 employees in Hoffman Estates and Chicago; is
24 that correct?
25 A. Yes.

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1 M. MEGHJI
2 Q. And Exhibit 3 also reports that
3 there were 53 employees who were located in
4 Chicago?
5 A. Yes.
6 Q. And then doing the quick math, 4,288
7 minus 53 would give you 4,235 Sears employees
8 in Hoffman Estates; is that correct?
9 A. Correct.
10 Q. I refer you back to Exhibit 13. You
11 report in paragraph 10 that there were 1,276
12 tenant jobs, and just for the point of
13 clarity, that number would be contractor
14 badges, tenant badges, and OTB contract badges
15 for March of '17?
16 A. Yes.
17 Q. Again, those are active badges?
18 A. Correct.
19 Q. And I'm looking at Exhibit 13,
20 column AC, line 13 -- strike that. I'm sorry.
21 Column AC, line 6, indicates the
22 number of daily associate counts occupant
23 entries as 2,074.
24 MR. FRIEDMANN: Object to form.
25 Q. Is that correct?

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1 M. MEGHJI
2 A. What is the question?
3 Q. Whether column AC, line 6, whether
4 that cell reports that there were 2,074 daily
5 associate occupant entries.
6 MR. FRIEDMANN: Object to form.
7 A. Line 6 under column AC says 2,074.
8 MR. FRIEDMANN: I'm going to object
9 to this entire line of questioning. If
10 you want to ask him a general question
11 about this document. If we're going to go
12 through every single month, we're going to
13 be here all day long. Both Mo and I have
14 a lot more things we can be working on
15 right now for the estate and we really
16 can't be wasting our time with this.
17 If you want to ask a general
18 question that's going to be applicable to
19 all of them, why don't you do that, and
20 then we can move on to something else.
21 But to have him sit here and read
22 documents and read numbers to you, ask the
23 question you need and then you can do all
24 of the math in your filing to the court or
25 whatever else you're planning to do.

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1 M. MEGHJI
2 MR. ATKINSON: No, I'm comfortable
3 asking the questions I've prepared for
4 today.
5 BY MR. ATKINSON:
6 Q. If I may, in Exhibit 13 you're
7 counting the badges of tenants and
8 contractors. Based on that data, can you tell
9 us the number of hours worked for any of those
10 individuals that have active badges that are
11 contractors or tenants?
12 MR. FRIEDMANN: Object to form.
13 A. Reread the question, please.
14 Q. You've testified that you've counted
15 the active badges for tenants and for
16 contractors. Do you know how many hours or
17 does Sears know how many hours those persons
18 with active badges worked?
19 MR. FRIEDMANN: Object to form.
20 Misstates prior testimony. You can
21 answer.
22 A. I did not -- I personally do not
23 know the number of hours these people worked,
24 but my understanding is that the methodology
25 Sears employed was done on the basis that all

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1 M. MEGHJI
2 of these individuals worked more than 35 hours
3 a week.
4 Q. And how would Sears know that?
5 MR. FRIEDMANN: Object to form.
6 A. I have not investigated how they
7 specifically did that, but they had a process
8 where they were comfortable that the people
9 that worked in preparing this report, people
10 worked more than 35 hours. The criteria to
11 get to these numbers included meeting that,
12 and so I assume that was true.
13 Q. But you don't have personal
14 knowledge as to whether it's true or --
15 A. No.
16 Q. -- not?
17 MR. FRIEDMANN: Make sure you let
18 him finish his question because she can't
19 get his question and your answer at the
20 same time.
21 Q. We're going to go back to your
22 declaration and go to April. So paragraph 11,
23 you state that Exhibit 4 of the EDGE report --
24 which is the EDGE report for April 30, 2017,
25 that there were 4,265 Sears employees in

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1 M. MEGHJI
2 Hoffman Estates and Chicago; is that correct?
3 A. Yes.
4 Q. And you declare that according to
5 Exhibit 4, there were 56 employees who were
6 located in Chicago?
7 A. Yes.
8 Q. And that would indicate the number
9 of Sears employees is 4,209.
10 A. Yes.
11 Q. Paragraph 11 also says that there
12 were 1,276 tenant employees and contractors,
13 and again those were all calculated based on
14 the number of active badges for OTB
15 contractors, contractors, and tenants; is that
16 correct?
17 A. Yes.
18 Q. If I can direct you to Exhibit 13
19 briefly, at column AD, line or row 13
20 indicates that the total number of associate
21 badges is 4,454.
22 A. I'm sorry, where are we again?
23 Q. Column AD, row 13, the number of
24 active associate badges is 4,454?
25 A. Column AD says 4,454.

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1 M. MEGHJI
2 Q. Yes.
3 A. Column AD, line 13, says 4,454.
4 Q. Okay. And same column, line 6,
5 indicates 2,026 daily associate counts -- C?
6 THE WITNESS: Can we take a break?
7 I just want to consult with my counsel.
8 MR. ATKINSON: Of course.
9 (Recess was taken.)
10 BY MR. ATKINSON:
11 Q. We calculated the active badges, I
12 think we talked about for -- Exhibit 13,
13 column AD, line 5, reports that there were 388
14 daily occupant entries by contractors during
15 March of '17. Does this report indicate that?
16 A. No. I can read that line 5, column
17 AD, says 388. I cannot interpret what you
18 seem to be interpreting because, as I've
19 previously said to you, I've not discussed
20 this section with anybody.
21 Q. Okay.
22 A. So you're interpreting things that
23 I'm not.
24 Q. Well, then can I say -- or can I ask
25 you whether the title of that row, so looking

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1 M. MEGHJI
2 at cell A5, it says Daily Contractor Swipes?
3 MR. FRIEDMANN: This is about the
4 sixth or seventh time you've asked him
5 what that column and row and that box
6 says. We have on record now A5 says Daily
7 Contractor Swipes 6:00 to 11:00 a.m.
8 You've literally asked that question six
9 times now. You've got that on the record.
10 You don't need to keep asking that.
11 MR. ATKINSON: I'll ask the
12 questions I need to ask.
13 MR. FRIEDMANN: No, you won't.
14 MR. ATKINSON: Yes, I will.
15 MR. FRIEDMANN: You're wasting our
16 time and we're not going to stay here.
17 Ask new questions or we're done.
18 MR. ATKINSON: Had you prepared your
19 witness properly, I wouldn't have to go
20 through this.
21 MR. FRIEDMANN: You're asking the
22 same question. He's told you time and
23 time again what it says, that he didn't
24 focus on this, yet you continue to ask him
25 those questions. If you have something

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1 M. MEGHJI
2 new, we're here, ask the questions --
3 MR. ATKINSON: I am asking something
4 new.
5 MR. FRIEDMANN: But please stop
6 asking -- no, you have asked him now, we
7 can go back on the record and count how
8 many times you've asked what A5 says.
9 MR. ATKINSON: Well, because he
10 keeps saying that I can read the number in
11 that cell, but I can't tell you what it
12 means.
13 MR. FRIEDMANN: You have that.
14 MR. ATKINSON: Well, what the row
15 says is that it is Daily Contractor
16 Swipes. I don't see what the big mystery
17 is here. Why can't he just say that it
18 says 388 Daily Contractor Swipes? That
19 would answer my question.
20 MR. FRIEDMANN: That's not what A6
21 says. A6 says Daily Contractor Swipes
22 6:00 to 11:00 a.m. You've asked him that
23 question now at least for January,
24 February, March, and now April. That's at
25 least four times.

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1 M. MEGHJI
2 MR. ATKINSON: And all he has to say
3 is that the report says --
4 MR. FRIEDMANN: We will stipulate
5 that this document says what it says. We
6 can all read English. We all agree that
7 it says what it says. Is that helpful?
8 MR. ATKINSON: That will help me.
9 MR. FLOREY: It would be helpful to
10 have a witness that has information that
11 is consistent with his affidavit.
12 MR. FRIEDMANN: There's nothing in
13 his affidavit that talks about these
14 columns and he's told you that already,
15 that this is not what he relied on.
16 MR. FLOREY: You produced a witness
17 that does not have personal knowledge as
18 required.
19 MR. FRIEDMANN: Of what you want him
20 to have personal knowledge about.
21 MR. ATKINSON: You've cited exhibit.
22 This is yours.
23 MR. FRIEDMANN: He's already
24 explained to you what aspect of that
25 exhibit he relied upon and what he didn't.

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1 M. MEGHJI
2 If you think there's something wrong with
3 that, put it in your papers, argue it to
4 the judge.
5 MR. ATKINSON: This is hilarious.
6 MR. FRIEDMANN: You're correct, this
7 is hilarious. It's a good lesson for
8 David, though, who's learning how not to
9 take a deposition. Please continue.
10 MR. ATKINSON: Well, I hope he's
11 learning how not to prepare a witness,
12 too.
13 BY MR. ATKINSON:
14 Q. Turning to paragraph 12 of your
15 exhibit, you indicate that the May 31, 2017,
16 EDGE report says that there are 4,236 Sears
17 employees in Hoffman Estates and Chicago; is
18 that correct?
19 A. Yes.
20 Q. And that exhibit also says there
21 were 53 Sears employees located in Chicago?
22 A. Yes.
23 Q. Which would indicate 4,183 Sears
24 employees in Hoffman Estates.
25 A. Correct.

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1 M. MEGHJI
2 Q. Paragraph 12 says that Exhibit 13
3 reports there are 1,186 tenant employees and
4 contractors in the Economic Development Area
5 in May of 2017; is that correct?
6 A. Yes.
7 Q. And your answer would be the same as
8 before, the counts, the active badges for
9 contractors, tenants, and OTB contractors?
10 MR. FRIEDMANN: Object to form.
11 A. Sorry, I missed the last question.
12 Q. No worries. So that figure of
13 1,186, that's counting the active badges in
14 May of '17 for active badges for contractors,
15 tenants, and OTB contractors?
16 A. Correct. That work often states not
17 in the Economic Development Area, so that
18 could be a lot more people.
19 Q. And based on your discussion a
20 moment ago, your answers regarding questions
21 concerning Exhibit 13 regarding the daily
22 swipes and whatnot would be that you didn't
23 review that in advance of today; is that
24 correct?
25 MR. FRIEDMANN: Object to form.

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1 M. MEGHJI
2 A. Can you please repeat the question?
3 Q. Sure. Based on the conversation
4 that your counsel and I and others had a
5 moment ago, if I were to ask you regarding the
6 daily swipes numbers in Exhibit 13 for May of
7 2017, your answer would be that you did not
8 review those numbers in advance of today?
9 A. Correct.
10 Q. Turning to paragraph 13 of your
11 declaration, you state that Exhibit 6, which
12 is the EDGE report for June 30, 2017, reports
13 there were 4,181 Sears employees?
14 A. Yes.
15 Q. And that report also indicates that
16 there were 49 Chicago employees?
17 A. Correct.
18 Q. Which would indicate 4,132 Sears
19 employees in Hoffman Estates?
20 A. Yes.
21 Q. You also report that Exhibit 13
22 indicates 1,180 tenant employees in June of
23 '17?
24 A. Yes.
25 Q. Again, that number is a compilation

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1 M. MEGHJI
2 of active contractor badges, tenant badges,
3 and OTB contract badges?
4 A. Correct.
5 Q. And again, if I asked you about
6 daily occupant entries, you did not review
7 that portion of Exhibit 13 prior to today?
8 A. Correct.
9 Q. Turning to paragraph 14 of
10 Exhibit A. You state that based on Exhibit 7,
11 which is the July 31, 2017, EDGE report, that
12 there were 4,043 Sears employees in Hoffman
13 Estates and Chicago as of July 31, 2017; is
14 that correct?
15 A. Yes.
16 Q. Exhibit 7 also reports 47 Sears
17 employees located in Chicago?
18 A. Yes.
19 Q. And that would indicate a total
20 number of Sears employees in Hoffman Estates
21 at 3,996?
22 A. Correct.
23 Q. Paragraph 14 also you declare that
24 there were 1,151 tenant employees or
25 contractors in July of '17?

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1 M. MEGHJI
2 A. Yes.
3 Q. And again, those numbers are a
4 compilation of active badges for contractors,
5 tenants, and OTB contractors?
6 A. Correct.
7 Q. And if I were to ask you about the
8 daily swipes, again, you did not review those
9 numbers in preparation for today?
10 A. I did not.
11 Q. Paragraph 15 of your declaration,
12 you state that based on Exhibit 8, which is
13 the EDGE report for August 31, 2017, that
14 there were 3,645 Sears employees in Hoffman
15 Estates and Chicago as of August 31st of '17.
16 A. Yes.
17 Q. Exhibit 8 also reports that there
18 were 44 Sears employees who were located in
19 Chicago; is that correct?
20 A. Sorry. There were 44?
21 Q. Yes.
22 A. Correct, yes.
23 Q. Those numbers would indicate that
24 the total number of Sears employees in Hoffman
25 Estates was 3,645; is that correct?

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1 M. MEGHJI
2 A. Yes.
3 Q. Your declaration then says that
4 Exhibit 13 indicates there were 1,129 tenant
5 employees and contractors in August 2017?
6 A. Yes.
7 Q. Again, that's a compilation of the
8 active contractor badges, tenant badges, and
9 OTB contract badges?
10 A. Correct.
11 Q. And if I were to ask you about the
12 daily occupant entries, you did not review
13 that for today?
14 A. I did not.
15 Q. Paragraph 16, you indicate that
16 based on Exhibit 9, which is the EDGE report
17 for September 30, 2017, that there were 3,525
18 Sears employees in Hoffman Estates and
19 Chicago; is that correct?
20 A. Yes.
21 Q. And Exhibit 9 also reports there
22 were 43 Sears employees in Chicago?
23 A. Yes.
24 Q. And that would indicate that in
25 September 2017 there were 3,482 Sears

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1 M. MEGHJI
2 employees in Hoffman Estates; is that correct?
3 A. Correct.
4 Q. Now, in paragraph 16, you don't rely
5 on Exhibit 13 anymore to tell us about
6 tenants, contractors, or OTB contractors.
7 Instead, you rely on Exhibit 14, which are a
8 series of e-mails from Amita Agarwal; is that
9 correct?
10 A. Yes.
11 Q. And for purposes of your declaration,
12 in paragraph 16 it appears -- it does not
13 appear. You state definitively that you're
14 relying on an e-mail dated November 7, 2017,
15 to make your declaration regarding the number
16 of jobs in September 2017; is that correct?
17 A. Yes.
18 Q. And you declare that there were
19 4,733, quote, "EDA eligible head count,"
20 unquote, at the end of September '17; is that
21 correct?
22 A. Yes.
23 Q. Where -- I'll come back to that.
24 First, who is Amita Agarwal?
25 A. Amita Agarwal was a member of Sears

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1 M. MEGHJI
2 SG&A team.
3 Q. I don't know what SG&A is. What is
4 that?
5 A. Selling, general, and admin
6 department.
7 Q. Why did she begin preparing -- I
8 guess why did she prepare these e-mails?
9 A. My understanding, it was her
10 responsibility to track those numbers. She
11 was the person responsible for reporting the
12 EDA employee counts, employee and contractor
13 counts.
14 Q. Beginning in November 2017 or before
15 that?
16 A. I don't know when it began or ended,
17 but she was the person doing it during this
18 time period.
19 Q. If I could take a few moments, I'm
20 looking at -- so the document is, it looks
21 like it's Bates stamped Sears_EDA_00018, and
22 it's page 3 of 4 of Exhibit 14 and an e-mail
23 dated November 7, 2017. There's a table in
24 that e-mail. Do you see that?
25 A. Yes.

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1 M. MEGHJI
2 Q. I'd like to take a moment just to go
3 through that to help me understand what it's
4 saying. So that table is, it appears to be
5 labelled EDA Forecast EST; is that correct?
6 A. That's what I read.
7 Q. What would you understand EST to
8 mean?
9 MR. FRIEDMANN: Object to form.
10 A. May guess would be estimate, but I
11 don't know. I haven't discussed that
12 specifically with anybody.
13 Q. And then the left-most column is
14 labelled month and it appears to run from
15 October '17 through December of '18; is that
16 correct?
17 A. Correct.
18 Q. Then we have number eligible
19 indicated for each of those months; is that
20 correct?
21 A. That's what it says, yes.
22 Q. Do you know how those numbers were
23 calculated?
24 A. Not specifically.
25 Q. Does that number break out the

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1 M. MEGHJI
2 number of employees that Sears has?
3 A. What outcome?
4 Q. So, for example, for October '17 it
5 indicates 4,733 number eligible.
6 A. Uh-huh.
7 Q. Can you tell from that figure how
8 many of the 4,733 are Sears employees?
9 A. No.
10 Q. Can you tell from that number the
11 number of tenant employees?
12 A. No.
13 Q. OTB contractors?
14 A. I don't have a breakdown from just
15 looking at that table.
16 Q. To the best of your knowledge, the
17 number eligible in the second column there,
18 does that indicate an estimate of the people
19 that are there or an actual count of the
20 people who are there?
21 A. So if I look -- if you look at the
22 top of that e-mail from Amita Agarwal to a
23 group of people, the e-mail is dated
24 November 17, 2017, at 2:51 p.m. --
25 MR. FRIEDMANN: November 7th.

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1 M. MEGHJI
2 A. Sorry, November 7, 2017, at
3 2:51 p.m. The e-mail starts, "EDA update
4 since last meeting. October month ending EDA
5 eligible head count 4,698." So that's October
6 month end compared to 4,733 the end of
7 September. Those are the numbers I relied on
8 get to the answer here.
9 Q. So the table indicates that the
10 4,733 is for October, not for September.
11 MR. FRIEDMANN: Object to form.
12 Misstates what the document shows.
13 Q. Well, the first row says October
14 '17, I should say the first row of the table
15 says October '17 and number eligible is 4,733.
16 Am I reading that correctly?
17 A. That's what it says. Again, I
18 haven't sort of interpreted or gone over the
19 table. I relied on the conclusion line at the
20 top as opposed to cross-reconciling these two
21 because my understanding was Amita was the
22 person who was responsible for reporting this,
23 she was charged with it, and so that's who I
24 relied on.
25 Q. So for purposes of your declaration

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1 M. MEGHJI
2 and saying that were 4,733 positions, you
3 relied on the e-mail from November 7, 2017 and
4 a single number reported on line 1?
5 A. Correct.
6 MR. FRIEDMANN: Object to form.
7 Misstates his declaration.
8 Q. For that reason, you don't have
9 personal knowledge that that number was
10 correct or not; is that correct?
11 A. I relied on the person responsible
12 who had reported on that. So I believe it to
13 be correct based on that.
14 Q. Did you rely on the person or the
15 e-mail?
16 A. The e-mail.
17 Q. So again, you don't have personal
18 knowledge, then?
19 A. I did not count it myself.
20 Q. So Exhibit 14 also includes an
21 e-mail dated October 16, 2017. Do you see
22 that? It's at the bottom of the page there.
23 A. Yes.
24 Q. Under a header of Background,
25 there's a first bullet that says Criteria. Do

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1 M. MEGHJI
2 you see where I'm indicating?
3 A. Yes.
4 Q. And that says "Criteria: Full
5 time/part-time workers or contractors employed
6 at Hoffman Estates campus greater than or
7 equal to 4,250 by any employer for greater
8 than or equal to 35 hours per week." Did I
9 read that correctly?
10 A. I believe so.
11 Q. Does that indicate that Ms. Agarwal
12 indicated that the criteria for the Economic
13 Development Area tax incentive was premised on
14 the number of persons at the Hoffman campus?
15 MR. FRIEDMANN: Object to form.
16 A. Can you repeat the question?
17 Q. Of course. So the first bullet
18 under Background, which is the e-mail from
19 Ms. Agarwal, does that indicate that her
20 understanding of the criteria for the Economic
21 Development Area tax incentive was that there
22 had to be a certain number of employees at the
23 Hoffman campus?
24 MR. FRIEDMANN: Object to form.
25 A. I don't know that it necessarily

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1 M. MEGHJI
2 means that other than this is how she did it.
3 Q. So three bullets below where we were
4 just indicating, it says Default. Do you see
5 that?
6 A. The fourth bullet point, yes.
7 Q. It says, "If we fall below the
8 threshold, the EDA is suspended until it's
9 cured. The disbursement of funds at the end
10 of the year is then prorated for the time we
11 were above the threshold." Do you see that?
12 A. Yes.
13 Q. Turning the page, at the very top of
14 page 4 of 4 of Exhibit 14, it says Update at
15 the top. Do you see that?
16 A. I'm sorry. Where are you looking
17 now?
18 Q. So we are on Exhibit 14, page 4 at
19 the top of the page.
20 A. Yes.
21 Q. It says Update?
22 A. Yes.
23 Q. And that says, "Based on an
24 estimated attrition rate of 4 percent, table 2
25 below, we will fall below the threshold by the

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1 M. MEGHJI
2 end of January 2018." Do you see that?
3 A. Yes.
4 Q. What if anything would you
5 understand that to mean?
6 MR. FRIEDMANN: Object to form.
7 A. I understand that to mean that based
8 on an estimated attrition rate of 4 percent,
9 table 2 below, we will fall below the
10 threshold by end January '18, as of her e-mail
11 of October 16th.
12 Q. So would you understand that to mean
13 that she is projecting that -- Ms. Agarwal is
14 projecting that Sears will not be eligible for
15 the Economic Development Area incentive
16 beginning in January 2018?
17 MR. FRIEDMANN: Object to form.
18 A. That was her estimate at that point.
19 Q. And she was responsible for
20 maintaining the data; is that correct?
21 MR. FRIEDMANN: Object to form.
22 A. That's my understanding. The she
23 was the person responsible for reporting that.
24 Q. Do you see the section below that
25 that says Next Steps?

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1 M. MEGHJI
 2 A. Yes.
 3 Q. And do you see where it says, "In
 4 order for us to secure this credit, we need to
 5 find more tenants and rent out some of the
 6 underutilized space at the campus. Please
 7 advise if we should set up a meeting to
 8 discuss strategies and progress." Did I read
 9 that correctly?
 10 A. I think you read it correctly.
 11 Q. Do you know whether there were any
 12 meetings held to discuss the strategies and
 13 progress that she discussed there?
 14 A. I do not.
 15 Q. Do you know whether, based on
 16 Ms. Agarwal's estimate, if Sears fell below
 17 the threshold by the end of January 2018?
 18 MR. FRIEDMANN: Objection. Asked
 19 and answered.
 20 MR. ATKINSON: I didn't ask that
 21 question.
 22 MR. FRIEDMANN: You did, actually.
 23 We can go back and check the transcript.
 24 A. My understanding, as I previously
 25 answered explicitly, is that at no time during

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1 M. MEGHJI
 2 2018 did Sears fall below the 4,250 compliance
 3 requirement.
 4 Q. Do you have personal knowledge that
 5 that's the case?
 6 MR. FRIEDMANN: Object to form.
 7 Asked and answered.
 8 A. That's what's been represented to me
 9 by responsible individuals at Sears.
 10 Q. Turning to paragraph 17 of your
 11 declaration, you report that based on
 12 Exhibit 10, which is the EDGE report for
 13 October 31, 2017, that there were 3,477 Sears
 14 employees in Hoffman Estates and Chicago; is
 15 that correct?
 16 MR. FRIEDMANN: Object to form. It
 17 says full-time employees located. If
 18 you're going to read documents, at least
 19 read them correctly.
 20 MR. ATKINSON: I can slow down if
 21 you want.
 22 MR. FRIEDMANN: No. I just want you
 23 to be accurate.
 24 MR. ATKINSON: I'll slow down.
 25 Q. So in paragraph 17, you reference

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1 M. MEGHJI
 2 Exhibit 10, which is the Sears Holdings
 3 Corporation Associate Count-EDGE, Economic
 4 Development For a Growing Economy report, as
 5 of October 31, 2017; is that correct?
 6 A. Yes.
 7 Q. And does the first tab state that
 8 there were 3,477 Sears full-time employees
 9 located within Illinois, Hoffman Estates and
 10 Chicago on that date; is that correct?
 11 A. Yes.
 12 Q. And you declare based on Exhibit 10
 13 that there were 42 employees located in
 14 Chicago; is that correct?
 15 A. Yes.
 16 Q. And that would indicate that there
 17 were 3,435 Sears employees in Hoffman Estates
 18 in October -- or as of October 31, 2017; is
 19 that correct?
 20 A. Yes.
 21 Q. And again, paragraph 17 of your
 22 declaration, you rely on Exhibit 14, which is
 23 a November 7, 2017, e-mail to report that
 24 there were 4,698 EDA qualifying jobs as of
 25 December 31, 2017; is that correct?

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1 M. MEGHJI
 2 MR. FRIEDMANN: Object to form.
 3 A. There were 4,600 -- I'm sorry.
 4 4,698 EDA qualifying jobs just at the Hoffman
 5 campus, not within the full EDA.
 6 Q. Okay. And again, that number,
 7 4,698, based on Exhibit 14, Exhibit 14 does
 8 not break out the number of Sears employees,
 9 tenants, contractors, etcetera; is that
 10 correct?
 11 MR. FRIEDMANN: Object to form.
 12 A. Exhibit 14 states the total number.
 13 Q. And there's no breakout of the
 14 individual classifications?
 15 A. No.
 16 Q. Paragraph 18 of your declaration
 17 says that you relied on Exhibit 11, which is a
 18 copy of the Sears Holdings Corp. associate
 19 count-EDGE, Economic Development For a Growing
 20 Economy report as of November 30, 2017; is
 21 that correct?
 22 A. Yes.
 23 Q. And you report that the first tab
 24 says that there were 3,408 Sears employees
 25 located in Hoffman Estates and Chicago --

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1 M. MEGHJI
2 MR. FRIEDMANN: It says full-time
3 employees. I don't know why you keep
4 taking that out. I don't know if you're
5 trying to trick the witness or you're just
6 not reading carefully, but you keep
7 skipping the same word every single time.
8 If you're going to read from a document,
9 you've got to read all the words. You
10 can't leave out the words that you choose.
11 MR. ATKINSON: Sir, I'm not reading
12 it; I'm asking him a question. I'm asking
13 him whether his report says in his
14 declaration that there are 3,408 Sears
15 employees in Hoffman Estates and Chicago.
16 That's my question. I'm not reading the
17 document.
18 MR. FRIEDMANN: Does your document
19 say what it doesn't say. That's his
20 question. Go ahead.
21 A. There were 3,408 Sears full-time
22 employees located in Illinois.
23 Q. And of that number, 41 were located
24 in Chicago?
25 A. Correct.

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1 M. MEGHJI
2 Q. And that would indicate 3,367
3 full-time equivalent Sears employees in
4 Hoffman Estates?
5 A. Correct.
6 Q. And again, in paragraph 18, you rely
7 on Exhibit 14, though this time you rely on an
8 e-mail from Amita Agarwal that's dated
9 December 14, 2017; is that correct?
10 MR. FRIEDMANN: Object to form.
11 A. Can you repeat the question?
12 Q. Of course. In paragraph 18 of your
13 declaration, you again rely on Exhibit 14,
14 however this time you rely on an e-mail from
15 Amita Agarwal dated December 14, 2017.
16 MR. FRIEDMANN: Same objection.
17 A. I rely on the e-mail from Amita
18 Agarwal that says the EDA total eligible head
19 count was 4,445.
20 Q. And that e-mail would have been --
21 or was dated December 14, 2017?
22 A. Correct.
23 Q. So at the bottom of that page, which
24 is stamped Sears_EDA_000017, there is a table
25 that says Head Count Breakdown; is that

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1 M. MEGHJI
2 correct? It's designated as table 2.
3 A. See that.
4 Q. Below that table -- let me back up
5 for a moment. There's a column entitled EDA
6 Eligible Count. Do you see that?
7 A. Yes.
8 Q. And the last item indicated there is
9 Contractors, with an asterisk; is that
10 correct?
11 A. Yes.
12 Q. And do you see the asterisk below
13 the table that provides the note for that,
14 what appears to be a footnote that's in the
15 asterisks. Do you see that?
16 A. Yes.
17 Q. And that indicates that "The
18 contractor counts are based on August and
19 contingent labor report where the contractor
20 city is Hoffman, Illinois and the access was
21 requested for badge/badge plus computer." Do
22 you see that?
23 A. Yes.
24 Q. Did I read that correctly?
25 A. I think you did.

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1 M. MEGHJI
2 Q. Can you tell me what the contingent
3 labor report is?
4 A. I don't know what that is.
5 Q. Do you know why a head count report
6 for November '17 would rely on a contingent
7 labor report dated end of August?
8 A. I cannot tell you why.
9 Q. Would that give you any concern as
10 to why the number reported for November 17th
11 for contractors of 433 is inaccurate?
12 MR. FRIEDMANN: Object to form.
13 A. No.
14 Q. In looking at table 2 for just a in
15 a moment more here, the first two categories,
16 so total EDGE eligible and less Chicago
17 location EDGE, the table indicates the source
18 of that data are monthly EDGE reports; is that
19 correct?
20 A. That's what it says.
21 Q. And for the remaining categories of
22 tenants, daycare, building contractors and
23 contractors -- I'm sorry. Let me back up.
24 So for the next three categories,
25 tenants, daycare, and building contractors,

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1 M. MEGHJI
 2 that data is -- the source of that data is
 3 facilities badge data? Is that what it
 4 indicates?
 5 A. That's what it says.
 6 Q. And then contractors, the data
 7 source is procurement CLR; is that correct?
 8 A. That's what it says.
 9 Q. And prior to today, did you review
 10 this table?
 11 A. I had reviewed the e-mail, but not
 12 this table specifically.
 13 Q. Does Exhibit 14 anywhere identify
 14 the number of daily occupant entries?
 15 MR. FRIEDMANN: Object to form.
 16 A. I'm sorry. What's a daily occupant
 17 entry here?
 18 Q. In Exhibit 13, there was a separate
 19 portion of the table that reported the number
 20 of daily occupant entries. Do you recall
 21 that?
 22 A. Yes. Exhibit 14 does not do that.
 23 Q. Looking at this e-mail, there's a
 24 header that says EDA Update-December 2017. Do
 25 you see that?

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1 M. MEGHJI
 2 A. Yes.
 3 Q. And number 3 under that header, do
 4 you see where it says, "Based on the current
 5 attrition and new hire trends, the risk still
 6 remains to fall below the threshold by the end
 7 of March 2018." Do you see that?
 8 A. I see that.
 9 Q. And do you see the bullet below that
 10 says, "The 2018 SG&A impacts will move our EDA
 11 risk to February 2018 now"?
 12 A. Yes, I see that.
 13 Q. Does that e-mail change your opinion
 14 of whether Sears -- actually, strike that.
 15 Does this change the reliability, in
 16 your eyes, of the reports you received that
 17 Sears had the required number of jobs in 2018?
 18 MR. FRIEDMANN: Object to form.
 19 A. This does not. These were estimates
 20 at various points in time. A few minutes ago
 21 you were badgering me on why it could be done
 22 in January, the risk was in January as a
 23 result of the October e-mail. This is a large
 24 company with lots going on and there were
 25 constantly people moving in and out.

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1 M. MEGHJI
 2 What this is an indication of to me
 3 is that there were people whose job it was to
 4 focus on this, it was done seriously. And as
 5 I've also indicated to you, in 2018 it has
 6 been represented to me that the company was in
 7 compliance. So I'm very comfortable.
 8 Q. So do you know when the risk for
 9 falling below the threshold was eliminated?
 10 MR. FRIEDMANN: Object to form.
 11 A. Ask the question again, please.
 12 Q. I'll rephrase it.
 13 So we have a series of e-mails where
 14 the person responsible for keeping track of
 15 all the employee counts is saying there's a
 16 risk that we're going to fall below. At what
 17 point did that risk end where she stopped
 18 reporting to management that the risk was --
 19 A. I don't know.
 20 MR. FRIEDMANN: Object to form.
 21 It's now noon, which I think we had
 22 said was probably when we would be done.
 23 I could tell we're not because we're only
 24 at November. But can we take a break and
 25 maybe you can figure out else what you

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1 M. MEGHJI
 2 have left?
 3 MR. FLOREY: We're pretty close.
 4 MR. ATKINSON: We're pretty close.
 5 MR. FRIEDMANN: Okay. Do you want
 6 to take a five-minute break?
 7 MR. ATKINSON: That would be
 8 fantastic.
 9 (Recess was taken.)
 10 BY MR. ATKINSON:
 11 Q. I'm referring back again to
 12 Exhibit 14. It is the December 14, 2017,
 13 e-mail from Amita Agarwal with an update of an
 14 EDA from December 17th. Do you see that?
 15 A. Yes.
 16 Q. I want to draw your attention to
 17 Next Steps. Number 1, it says, "Inform Eddie
 18 on the status of the credit and a potential
 19 risk to most of the 8.7M in FY2018." Do you
 20 see that?
 21 A. Yes.
 22 Q. Do you know who Eddie is?
 23 A. Yes. It's Eddie Lampert, who is the
 24 CEO of Sears.
 25 Q. Okay. This e-mail is dated

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1 M. MEGHJI
2 December 14th -- strike that.
3 I understand this is a moving
4 projection, but it says the next step is to
5 advise Mr. Lampert, now that we know who Eddie
6 is. So she is recommending informing the CEO
7 of a potential risk to most of the 8.7 million
8 in 2018. Does that in any way change your
9 impression for Sears compliance for the jobs
10 numbers at Hoffman Estates in 2018?
11 MR. FRIEDMANN: Object to form.
12 A. No.
13 Q. Why not?
14 MR. FRIEDMANN: Object to form.
15 A. As I've indicated to you, I've been
16 advised that we were in compliance during
17 2018. So that risk has now passed and this
18 was a risk being discussed in advance of that,
19 so it doesn't surprise me.
20 Q. Could you give us the names of the
21 individuals that you relied on to say or to
22 testify today that Sears was in compliance
23 with the EDA minimum job counts for 2018?
24 A. Misty Redman.
25 Q. Was there anybody else?

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1 M. MEGHJI
2 A. No.
3 Q. Does Ms. Redman still work for Sears
4 Holdings?
5 A. She works for Transform Co., which
6 is the buyer of Sears.
7 Q. There are some -- and there's no one
8 else other than Misty that you talked to about
9 2018 jobs compliance?
10 MR. FRIEDMANN: Other than counsel.
11 A. Correct.
12 Q. There are a couple other names that
13 you've referenced along the way and I'd like
14 to revisit those for just a minute.
15 John Bredemeier, he was the
16 gentleman who drafted the letter back in 2017
17 to the Village of Hoffman Estates. Do you
18 recall that?
19 A. Yes.
20 Q. Do you know where Mr. Bredemeier is
21 today?
22 A. In a moment.
23 Q. Jennifer Mendoza, do you know
24 whether she's still employed by Sears
25 Holdings?

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1 M. MEGHJI
2 A. She is not.
3 Q. Or by Transform --
4 A. No.
5 MR. FRIEDMANN: Let him finish his
6 question.
7 Q. Do you know where she is?
8 A. I don't.
9 Q. Amita Agarwal, do you know whether
10 she's still employed by Sears?
11 A. She's not.
12 Q. Do you know whether she's employed
13 by Transform Co.?
14 A. No.
15 Q. Do you know where we could find her?
16 A. No.
17 Q. Other than these individuals, is
18 there anyone else other than counsel that you
19 relied upon or spoke to in preparation for
20 your testimony today?
21 A. No.
22 Q. Turning to paragraph 19 of your
23 declaration, you state that based on
24 Exhibit 12, which is the December 31, 2017
25 EDGE report, that that report indicates there

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1 M. MEGHJI
2 were 3,379 Sears full-time employees located
3 within Illinois, Hoffman Estates and Chicago;
4 is that correct?
5 A. Yes.
6 Q. Exhibit 12 also indicates that there
7 were 40 Sears full-time employees located in
8 Chicago; is that correct?
9 A. Yes.
10 Q. Therefore, that would indicate that
11 as of December 2017, the number of Sears
12 employees was 3,339; is that correct?
13 A. Sears full-time employees.
14 Q. Yes.
15 A. Located --
16 Q. In Hoffman only.
17 A. Yes.
18 Q. Now, in paragraph 18 you again rely
19 on Exhibit 14, which is the December 14, 2017,
20 e-mail from Ms. Agarwal, to indicate that
21 there were 4,435 EDA eligible head count at
22 the end of December '17; is that correct?
23 MR. FRIEDMANN: Object to form.
24 A. Can you repeat that? I'm sorry.
25 Q. Oh, sure. So in paragraph 18, you

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1 M. MEGHJI
2 state that based on Exhibit 14, which is the
3 December 14, 2017, e-mail from Amita Agarwal,
4 that there were 4,435 EDA eligible head count
5 at the end of December 2017.
6 MR. FRIEDMANN: Object to form.
7 A. Yes.
8 Q. And it's your declaration and your
9 sworn testimony therein that there were 4,433
10 EDA job qualifying jobs as of December 31,
11 2017.
12 MR. FRIEDMANN: Object to form.
13 Misreads the declaration.
14 MR. ATKINSON: I'll just read the
15 whole thing.
16 Q. As set forth in the e-mail from
17 Amita Agarwal to various recipients, including
18 Mr. Rieker, dated December 14, 2017, attached
19 hereto as Exhibit 14, with those categories of
20 workers included, Sears calculated that the
21 number of projected EDA qualifying jobs as of
22 December 31, 2017, was 4,435. Is that a
23 correct recitation of your declaration?
24 A. Yes. The number of projected EDA
25 qualifying jobs was 4,435 as of December 31,

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1 M. MEGHJI
2 2017.
3 Q. Now, the Exhibit 14, and the e-mail
4 dated December 14, 2017, that is before
5 December 31, 2017; is that correct?
6 A. Correct.
7 Q. Do you know, looking at Exhibit 14,
8 whether the 4,435 EDA eligible head count is
9 an actual count or an estimated count?
10 A. As I said, it's a projected number.
11 Q. Why didn't you use an actual number
12 in preparing your declaration instead of an
13 estimated number?
14 A. Based on the records available to us
15 in looking at this, this was the closest date
16 that we had.
17 Q. So could we classify that as your
18 best guess?
19 MR. FRIEDMANN: Object to form.
20 A. No, it's not a guess. It's an
21 estimate that was done on December 14, 2017,
22 by the person responsible for it. And it was
23 two weeks out, so that was sort of the best
24 estimate we had. Estimate is different from
25 guess.

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1 M. MEGHJI
2 Q. Okay. So keeping your attention
3 here on Exhibit 14, which is the e-mail dated
4 December 14, 2017, does this Exhibit 14, does
5 this e-mail project that the number of Sears
6 employees, tenant employees, contractors, and
7 OTB contractors is estimated to fall below
8 4,250 starting in February 2018?
9 A. It falls -- in this e-mail, in this
10 table, it falls below -- the estimate falls
11 below 4,250 beginning in March -- sorry --
12 yeah, beginning in March, not February.
13 Q. And this e-mail, as we already said,
14 is from December 14, 2017, which is a mere
15 three and a half months before March of 2018;
16 is that correct?
17 A. It is as of December 14th.
18 Q. And so looking at this e-mail and
19 these projections, does that change in any way
20 am your sense of confidence that Sears
21 maintained 4,250 jobs at the Hoffman Estates
22 campus in calendar year 2018?
23 MR. FRIEDMANN: Object to form.
24 A. Does its change might have sense of
25 confidence? In what?

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1 M. MEGHJI
2 Q. In the representations made to you
3 that Sears maintained 4,250 jobs in 2018.
4 A. I have no reason to disbelieve
5 what's been told to me as a fact. The so
6 that's -- I haven't looked at the data, but I
7 have no reason to not rely on representations
8 that were made to me that we're in compliance
9 in 2018.
10 Q. Can you tell us who made that
11 representation?
12 MR. FRIEDMANN: Object to form.
13 Asked and answered.
14 A. I've had a discussion with Misty
15 Redman and counsel.
16 Q. Having seen this e-mail from
17 December 14, 2017, with the projection saying
18 three months out they fall below, would that
19 prompt you in any way to go back to Ms. Redman
20 or anyone else at Sears to verify that Sears
21 remained above the 4,250?
22 A. No. The 4,250 benchmark was for the
23 Economic Development Area as a whole. It was
24 not a criteria simply for Hoffman Estates, the
25 Sears campus. So that's important to bear in

<p style="text-align: right;">Page 109</p> <p>1 M. MEGHJI</p> <p>2 mind.</p> <p>3 Q. That's --</p> <p>4 A. Can I finish?</p> <p>5 Q. I'm sorry, I'm sorry. Please.</p> <p>6 A. So based on what I've been told, I'm</p> <p>7 comfortable that we were okay when you take</p> <p>8 into account the Economic Development Area.</p> <p>9 Q. So up until now we've looked at EDGE</p> <p>10 reports month by month. We've looked at</p> <p>11 occupancy reports that rely on active badges</p> <p>12 which give access to the corporate campus. Up</p> <p>13 until now we've seen no data that indicates</p> <p>14 the counting of jobs outside of the</p> <p>15 headquarters. So what methods and processes</p> <p>16 did Sears use to count jobs outside of the</p> <p>17 corporate headquarters?</p> <p>18 MR. FRIEDMANN: In what year?</p> <p>19 MR. ATKINSON: 2017.</p> <p>20 A. There was no need to do that because</p> <p>21 we were compliant without that.</p> <p>22 Q. Same question, 2018.</p> <p>23 MR. FRIEDMANN: I'm going to object</p> <p>24 to that, especially on the grounds that</p> <p>25 the judge specifically yesterday advised</p>	<p style="text-align: right;">Page 111</p> <p>1 M. MEGHJI</p> <p>2 MR. ATKINSON: We're done with our</p> <p>3 questions.</p> <p>4 MR. FRIEDMANN: I have a few</p> <p>5 questions.</p> <p>6 EXAMINATION BY</p> <p>7 MR. FRIEDMANN:</p> <p>8 Q. If you could turn to Exhibit A,</p> <p>9 which is your declaration. If I can direct</p> <p>10 you to paragraph 6. Did you see there where</p> <p>11 it says, I'll read, "In connection with my</p> <p>12 role as CRO, I have been provided with certain</p> <p>13 company records relevant to this motion which</p> <p>14 were contemporaneously generated on or around</p> <p>15 a monthly basis and kept and maintained by</p> <p>16 certain of the debtor's employees in the</p> <p>17 ordinary course of business." Did I read that</p> <p>18 correctly?</p> <p>19 A. Yes.</p> <p>20 Q. You were asked earlier regarding</p> <p>21 whether or not the EDGE reports and other</p> <p>22 documents, when those were created, were</p> <p>23 they've created for the bankruptcy, whether</p> <p>24 they were created back then. Does this help</p> <p>25 refresh your recollection as to the origins of</p>
<p style="text-align: right;">Page 110</p> <p>1 M. MEGHJI</p> <p>2 you that discovery in 2018 was improper at</p> <p>3 this time.</p> <p>4 MR. FLOREY: Are you directing him</p> <p>5 not to answer?</p> <p>6 MR. FRIEDMANN: I'm going to give</p> <p>7 you a little bit of leeway here, but after</p> <p>8 that I'm going to direct him not to answer</p> <p>9 because I think you made your point to the</p> <p>10 Court as to why you thought it was</p> <p>11 relevant and the Court disagreed with you.</p> <p>12 If you know the answer, go right</p> <p>13 ahead.</p> <p>14 A. What is the question again?</p> <p>15 MR. FRIEDMANN: I don't remember.</p> <p>16 Q. Let me see if I can remember.</p> <p>17 So the question is: For 2018,</p> <p>18 calendar year 2018, what methods or processes</p> <p>19 did Sears use to calculate the number of jobs</p> <p>20 inside the Economic Development Area, but</p> <p>21 outside of the Sears corporate campus?</p> <p>22 A. I haven't discussed those in detail</p> <p>23 with anybody yet.</p> <p>24 MR. ATKINSON: Can I have a minute?</p> <p>25 (Recess was taken.)</p>	<p style="text-align: right;">Page 112</p> <p>1 M. MEGHJI</p> <p>2 the documents that are attached to your</p> <p>3 declaration?</p> <p>4 A. Yes. These were generated on a</p> <p>5 normal course basis monthly by the company,</p> <p>6 and we rely on those records. They were not</p> <p>7 specially generated after the fact for this</p> <p>8 process.</p> <p>9 Q. By way of example, Exhibit 1 to what</p> <p>10 was marked as Exhibit A, Exhibit 1 to your</p> <p>11 declaration, which is titled Sears Holding</p> <p>12 Corp. Associate Count-EDGE, and it says</p> <p>13 Criteria as of January 31, 2017. Based on</p> <p>14 your knowledge, do you know on or about when</p> <p>15 this document was created?</p> <p>16 A. On or around January 31, 2017.</p> <p>17 Q. You were asked earlier whether or</p> <p>18 not you knew what a reference to OTB stood</p> <p>19 for, the letters OTB. Have you since been</p> <p>20 able to learn what OTB stands for?</p> <p>21 A. Yes; off the books.</p> <p>22 Q. And can you explain to us what that</p> <p>23 means in context?</p> <p>24 A. Just in the context of they're off</p> <p>25 the company's payroll records.</p>

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1 M. MEGHJI
 2 Q. These are contractors that are off
 3 the books, meaning what?
 4 A. They're not on the company's payroll
 5 record. They're not on the company's books
 6 and records as employees.
 7 Q. And why was Sears keeping track of
 8 them?
 9 A. Because they were contractors who
 10 had access on Hoffman campus and working more
 11 than 35 hours a week at Hoffman.
 12 Q. You were asked just before we took a
 13 break about the December numbers which are
 14 referenced in paragraph 19 of Exhibit A, your
 15 declaration. Do you recall that?
 16 A. Yes.
 17 Q. In particular, you were asked about
 18 the job numbers for those individuals who are
 19 not employed by Sears. Do you recall that?
 20 A. Yes.
 21 Q. And, in fact, the last sentence of
 22 your declaration, paragraph 19 was read to you
 23 which references that Sears calculated the
 24 projected EDA qualifying jobs as of
 25 December 31, 2017, was 4,435. Do you recall

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1 M. MEGHJI
 2 that?
 3 A. Yes.
 4 Q. And I were asked about it being a
 5 projected number rather than an actual number.
 6 Do you recall that?
 7 A. Correct.
 8 Q. Do you know whether since
 9 December 14, 2017, Sears confirmed compliance
 10 with the EDA requirements to the Village of
 11 Hoffman Estates for all of December of 2017?
 12 A. Yes. It was done in a letter dated
 13 January 2, 2019. The letter was signed by
 14 Mr. Sidley, who was the company's general
 15 counsel at the time.
 16 MR. FRIEDMANN: I have nothing further.
 17 MR. ATKINSON: I have I think five
 18 questions.
 19 MR. FRIEDMANN: You're setting
 20 yourself up when you say something like that.
 21 MR. ATKINSON: Maybe six.
 22 FURTHER EXAMINATION
 23 BY MR. ATKINSON
 24 Q. So for 2018, for your testimony
 25 today in saying that Sears was in compliance

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1 M. MEGHJI
 2 with the 4,250 figure, you personally didn't
 3 rely on Sears records to reach that
 4 conclusion; is that correct?
 5 MR. FRIEDMANN: This is for 2018?
 6 MR. ATKINSON: Yes.
 7 A. I spoke to somebody that I was told
 8 that we were in compliance. I didn't view
 9 specific records.
 10 Q. But that would have been Ms. Redman,
 11 presumably?
 12 A. Yes.
 13 Q. Is it accurate to say you only
 14 relied on her representations, not
 15 representations of other parties?
 16 A. Correct.
 17 Q. Do you know what records, if any,
 18 she relied upon?
 19 A. I don't.
 20 Q. Do you recall when you had
 21 conversations with Ms. Redman about 2018
 22 compliance?
 23 A. It would be within the last couple
 24 of weeks.
 25 Q. Regarding the underlying data for

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1 M. MEGHJI
 2 the Sears EDA reports and card swipes and all
 3 the other materials we've discussed today, do
 4 you know whether that data currently resides
 5 with Sears or with Transform Co.?
 6 A. It does not reside with the estate
 7 today.
 8 Q. Do you have access to that data
 9 through Transform Co.?
 10 A. We have a transition services
 11 agreement, so I presume we can get access to
 12 reasonable data as required.
 13 Q. So at this point in time, the estate
 14 doesn't have records itself to support its
 15 assertions regarding the underlying jobs
 16 figures; is that correct?
 17 MR. FRIEDMANN: Object to form. You
 18 can answer.
 19 A. We have access to all of that data.
 20 Q. But you don't --
 21 A. Through our transition services
 22 agreement.
 23 Q. But the estate itself doesn't have
 24 it?
 25 MR. FRIEDMANN: Object to form.

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1 M. MEGHJI
 2 A. I would argue -- it's semantics. I
 3 would argue we do. I'm not sure what you're
 4 trying to prove.
 5 Q. Nothing. I'm just --
 6 MR. FRIEDMANN: It's within the
 7 estate's possession, custody, and control.
 8 MR. ATKINSON: That works.
 9 Q. So having the benefit of that
 10 arrangement, in preparing for today, why
 11 wouldn't you have gone to the source data or
 12 had people that work for you go to the source
 13 data to verify the materials that we discussed
 14 today?
 15 MR. FRIEDMANN: Object to form.
 16 A. Why wouldn't I have gone to the
 17 source data, is that what the question is?
 18 Q. Yes.
 19 A. I was comfortable with relying on
 20 what I was told.
 21 MR. ATKINSON: No further questions.
 22 MR. FRIEDMANN: Thank you.
 23 (Time noted: 12:45 p.m.)
 24
 25

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1 A C K N O W L E D G M E N T
 2
 3 STATE OF NEW YORK)
 4 :SS
 5 COUNTY OF)
 6
 7 I, MOHSIN MEGHJI, hereby certify that
 8 I have read the transcript of my testimony taken
 9 under oath in my deposition of April 4, 2019;
 10 that the transcript is a true, complete and
 11 correct record of my testimony, and that the
 12 answers on the record as given by me are true
 13 and correct.
 14
 15
 16
 17 MOHSIN MEGHJI
 18
 19
 20 Signed and subscribed to before me,
 21 this day of , 2019.
 22
 23
 24
 25 Notary Public, State of

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1 C E R T I F I C A T E
 2
 3 STATE OF NEW YORK)
 4) SS.:
 5 COUNTY OF SUFFOLK)
 6
 7 I, KRISTI CRUZ, a Notary Public within
 8 and for the State of New York, do hereby certify:
 9 That MOHSIN MEGHJI, the witness whose
 10 deposition is hereinbefore set forth, was duly
 11 sworn by me and that such deposition is a true
 12 record of the testimony given by such witness.
 13 I further certify that I am not related
 14 to any of the parties to this action by blood or
 15 marriage; and that I am in no way interested in
 16 the outcome of this matter.
 17 IN WITNESS WHEREOF, I have hereunto set
 18 my hand this 5th day of April, 2019.
 19
 20
 21
 22
 23
 24
 25 KRISTI CRUZ

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1 *** ERRATA SHEET ***
 2 ELLEN GRAUER COURT REPORTING CO. LLC
 3 126 East 56th Street, Fifth Floor
 4 New York, New York 10022
 5 212-750-6434
 6
 7 NAME OF CASE: IN RE SEARS HOLDINGS CORPORATION
 8 DATE OF DEPOSITION: APRIL 4, 2019
 9 NAME OF WITNESS: MOHSIN MEGHJI
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Subscribed and Sworn before me
 this day of , 2019.
 Notary Public My Commission Expires:

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